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*Proposed Co-Counsel to the Debtors and  
Debtors in Possession*

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Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

RITE AID CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-18993 (MBK)

(Jointly Administered)

**DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE  
EMPLOYMENT AND RETENTION OF WILSON SONSINI GOODRICH & ROSATI,  
P.C. AS SPECIAL BOARD COUNSEL EFFECTIVE AS OF THE PETITION DATE**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state the following in support of this application (this “Application”).

<sup>1</sup> The last four digits of Debtor Rite Aid Corporation’s tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor’s tax identification number may be obtained on the website of the Debtors’ claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation’s principal place of business and the Debtors’ service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

### **RELIEF REQUESTED**

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), (a) authorizing the Debtors to employ and retain Wilson Sonsini Goodrich & Rosati, P.C. (“WSGR”) as special counsel to the board of directors (the “Board”) of Debtor Rite Aid Corporation, effective as of the Petition Date (as defined herein), with regard to general corporate matters and these cases (the “Board Matters”). In support of this Application, the Debtors submit the declaration of Erin R. Fay, a member of WSGR, attached hereto as **Exhibit B** (the “Fay Declaration”), the declaration of Thomas J. Sabatino, Chief Legal Officer and Executive Vice President of Rite Aid Corporation, the (“Sabatino Declaration”), attached hereto as **Exhibit C**, and rely on and incorporate by reference the *Declaration of Jeffrey S. Stein in Support of Debtors’ Chapter 11 Petitions and First Day Motions* [Docket No. 20] (the “First Day Declaration”). In further support of this Application, the Debtors respectfully state as follows:

### **JURISDICTION AND VENUE**

2. The United States Bankruptcy Court for the District of New Jersey (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Code Under Title 11*, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.). The Debtors confirm their consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”) to the Court entering a final order in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 327(e) and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) and rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

### **BACKGROUND**

5. On October 15, 2023 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On November 2, 2023, the Office of the United States Trustee for the District of New Jersey (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “UCC”) and an official committee of tort claimants (the “TCC” and together with the UCC, the “Committees”). Additional information about the Debtors’ business and the events leading up to the Petition Date can be found in the First Day Declaration.

### **RELIEF REQUESTED**

6. The Debtors seek entry of the Proposed Order, substantially in the form of attached hereto as **Exhibit A**, pursuant to sections 327(e) and 330 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016, authorizing the retention and employment of WSGR as special counsel to the Board with respect to Board Matters, effective as of the Petition Date.

#### **A. WSGR’s Qualifications**

7. The Debtors have selected WSGR to serve as special counsel to the Board due to, among other things, WSGR’s extensive experience and expertise in corporate governance, bankruptcy, and corporate restructuring matters.

8. By separate application, the Debtors have requested authorization to retain Kirkland & Ellis LLP (“K&E”) and Cole Schotz, P.C. (“Cole Schotz”) as their bankruptcy co-counsel. Although the Debtors have sought to retain K&E and Cole Schotz as their general

bankruptcy counsel, the Debtors and the Board seek to engage independent counsel with extensive experience, knowledge, and expertise in the areas of corporate and restructuring law to assist with the Board Matters. The Debtors believe that WSGR possesses such experience.

9. Since its engagement by the Board, WSGR has become familiar with the Debtors' business, generally, certain prepetition transactions, and decisions made by the Board in the months leading up to the Petition Date. Accordingly, WSGR has relevant and historical experience with the Board that will enable the firm to deal effectively and efficiently with many of the legal issues that are likely to arise in these chapter 11 cases.

10. The Debtors submit that the Board's representation by WSGR is in the best interest of their estates and that authorizing WSGR to continue to represent the Board on a post-petition basis is necessary to avoid disruption to the Debtors' business and legal affairs during the pendency of these chapter 11 cases. The Debtors further submit that the employment of WSGR as special counsel to the Board will not be duplicative of, but will augment, the services to be provided by K&E and Cole Schotz.

**B. Services to Be Provided**

11. Subject to further order of the Court, the Debtors seek authorization for the retention and employment of WSGR as counsel to the Board. WSGR has the necessary resources and expertise to provide such services and is familiar with the Debtors' business and the legal issues likely to arise on the matters for which retention is sought.

12. WSGR, K&E, and Cole Schotz will work closely to prevent unnecessary or inefficient duplication of services and will take appropriate steps to avoid any such unnecessary duplication throughout the pendency of these chapter 11 cases.

**C. Professional Compensation**

13. WSGR intends to apply for (a) compensation for professional services rendered on an hourly basis and (b) reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and any further procedures and orders of the Court. The hourly rates and corresponding rate structure WSGR will use with respect to services rendered in these chapter 11 cases are generally consistent with the hourly rates and corresponding rate structure that WSGR uses in its matters, including complex corporate, financing and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. These rates reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes and severe time pressures.

14. WSGR has advised the Debtors that its ordinary hourly rates range from \$1,080 to \$2,475 per hour for partners, from \$690 to \$1,895 per hour for counsel; from \$615 to \$1,315 per hour for associates, and from \$225 to \$930 for staff.

15. The hourly rates set forth above are WSGR's standard hourly rates, set at a level designed to fairly compensate WSGR for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. WSGR's standard hourly rates are subject to periodic adjustment to reflect economic and other conditions. WSGR has advised the Debtors, and the Debtors understand, that the hourly rates set forth above are subject to periodic adjustments.<sup>2</sup>

<sup>2</sup> WSGR has national and international practices in various types of law, including, without limitation, corporate, litigation, intellectual property, patents and innovations, regulatory and technology transactions. The hourly rate ranges disclosed in this Application are WSGR's standard hourly rates for engagements in such practice areas. WSGR also occasionally accepts representations with alternative fee structures, such as mixed-contingent and flat fee.

16. In addition to the hourly billing rates set forth above, WSGR customarily charges its clients for all costs and expenses incurred, including telephone and telecopier charges, mail and express mail charges, document processing, photocopying and print copy charges, travel expenses, expenses for “working meals,” computerized research, and transcription costs. WSGR has advised the Debtors that it will charge such costs and expenses in accordance, and only to the extent consistent, with the Bankruptcy Code, the Bankruptcy Rules, and any applicable U.S. Trustee guidelines.

17. Subject to the Court’s approval, and in accordance with section 330(a) of the Bankruptcy Code and the applicable provisions of the Bankruptcy Rules, and pursuant to the additional procedures established by the Court in these chapter 11 cases, WSGR intends to apply to the Court for payment of compensation and reimbursement of expenses. WSGR understands that interim and final fee awards are subject to approval by the Court.

18. The Debtors have made no promises to WSGR regarding compensation in these chapter 11 cases other than in accordance with the Bankruptcy Code and as set forth in this Application. WSGR has advised that it has not shared, nor agreed to share, (a) any compensation it has received or may receive with any other party or person, other than with the directors and associates of WSGR, or (b) any compensation another person or party has received or may receive.

**D. WSGR’s Disinterestedness**

19. To the best of the Debtors’ knowledge, and as disclosed herein and in the Fay Declaration: (a) WSGR does not hold or represent any interest adverse to the Debtors or to the Debtors’ estates with respect to the matters on which it is to be employed, as required by section 327(e) of the Bankruptcy Code, and (b) WSGR has no connection to the Debtors, their creditors or their related parties, except as may be disclosed in the Fay Declaration.

20. WSGR has informed the Debtors that WSGR will periodically review its files during the pendency of the chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, WSGR will use reasonable efforts to identify such further developments and will file promptly a supplemental declaration, as required by Bankruptcy Rule 2014(a).

**E. Authority for Requested Relief**

21. The Debtors seek to retain WSGR as special counsel to the Board pursuant to section 327(e) of the Bankruptcy Code, which provides that a debtor, subject to Court approval:

[M]ay employ for a specified special purpose, other than to represent the [debtor] in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e).

22. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

23. The Debtors submit that, for all the reasons stated above and in the Fay Declaration, the retention of WSGR as special counsel to the Board is warranted. Further, as stated in the Fay Declaration, WSGR does not hold or represent any interest adverse to the Debtors or to the Debtors' estates with respect to the matters on which it is to be employed, as required by section 327(e) of

the Bankruptcy Code, and has no connection to the Debtors, their creditors or their related parties, except as may be disclosed in the Fay Declaration.

24. Lastly, retroactive relief such that WSGR's retention shall be effective as of the Petition Date, is warranted under the circumstances and within the Court's power, as WSGR has provided valuable services to the Debtors since the Petition Date and will continue to do so during the pendency of these chapter 11 cases. *See In re Arkansas Co., Inc.*, 798 F.2d 645 (3d Cir. 1986) (holding that bankruptcy courts have the power to grant retroactive approval of the employment of professionals under their broad equity power).

#### **NOTICE**

25. The Debtors will provide notice of this Application to the following parties and/or their respective counsel, as applicable: (a) the Office of the United States Trustee for the District of New Jersey; (b) the UCC; (c) the TCC; (d) the agents under the Prepetition Credit Facilities and counsel thereto; (e) the DIP Agents and counsel thereto; (f) Paul, Weiss, Rifkind, Wharton & Garrison LLP and Fox Rothschild LLP as counsel to the Ad Hoc Secured Noteholder Group; (g) the indenture trustees for the Senior Secured Notes; (h) the indenture trustee for the Senior Unsecured Notes; (i) the United States Attorney's Office for the District of New Jersey; (j) the Internal Revenue Service; (k) the U.S. Securities and Exchange Commission; (l) the attorneys general in the states where the Debtors conduct their business operations; and (m) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

#### **NO PRIOR REQUEST**

26. No prior request for the relief sought in this Application has been made to this Court or any other court.



**WHEREFORE**, the Debtors respectfully request entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**, (a) granting the relief requested herein and (b) granting such other relief as is just and proper.

Dated: November 22, 2023

/s/ Jeffrey S. Stein  
Jeffrey S. Stein  
Chief Restructuring Officer  
Chief Executive Officer  
Rite Aid Corporation

**EXHIBIT A**  
**Proposed Order**

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|--|
| <b>UNITED STATES BANKRUPTCY COURT<br/>DISTRICT OF NEW JERSEY</b>             |
| <b>Caption in Compliance with D.N.J. LBR 9004-1(b)</b>                       |
| In re:<br>RITE AID CORPORATION, <i>et al.</i> ,<br><br>Debtors. <sup>1</sup> |

Chapter 11

Case No. 23-18993 (MBK)

(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
WILSON SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD COUNSEL  
EFFECTIVE AS OF THE PETITION DATE**

The relief set forth on the following pages, numbered three (3) through seven (7) is  
**ORDERED.**

<sup>1</sup> The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

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*Proposed Co-Counsel for Debtors and Debtors in Possession*

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Debtors: RITE AID CORPORATION, et al.

Case No. 23-18993 (MBK)

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF WILSON SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD COUNSEL EFFECTIVE AS OF THE PETITION DATE

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Upon the application (the “Application”)<sup>1</sup> of Rite Aid Corporation, and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases for entry of an order (this “Order”) authorizing the Debtors’ retention and employment of Wilson Sonsini Goodrich & Rosati, P.C. (“WSGR”) as special counsel to the board of directors (the “Board”) of Debtor Rite Aid Corporation, effective as of the Petition Date, with regard to Board Matters, pursuant to sections 327(e) and 330 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016; and upon consideration of the Fay Declaration, the Sabatino Declaration, and the First Day Declaration; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Application, the Fay Declaration, the Sabatino Declaration, and the First Day Declaration; and the Court having found, based on the representations made in the Application and the Fay Declaration, that WSGR does not hold or represent any interest adverse to the Debtors or to the Debtors’ estates with respect to the matters on which it is to be employed, as required by section 327(e) of the Bankruptcy Code; and this Court having found that sufficient cause exists to grant the relief set forth herein; and this Court having found that the Debtors’ notice of the

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

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Debtors: RITE AID CORPORATION, et al.

Case No. 23-18993 (MBK)

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF WILSON SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD COUNSEL EFFECTIVE AS OF THE PETITION DATE

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Application was appropriate under the circumstances and no other or further notice need be provided; and this Court having reviewed the Application and determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due and deliberation and sufficient cause appearing therefor

**IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED** as set forth herein.
2. The Debtors are authorized, pursuant to section 327(e) of the Bankruptcy Code, to retain and employ WSGR as special counsel to the Board to the extent set forth herein, effective as of the Petition Date.
3. WSGR is authorized to render professional services to the Board.
4. WSGR shall apply for (a) compensation for professional services rendered and (b) reimbursement of expenses incurred in connection with these cases, in both cases subject to the Court's approval and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and any other applicable procedures or orders of the Court. WSGR is authorized without further order of the Court to apply amounts from the prepetition advance payment retainer to compensate and reimburse WSGR for fees or expenses incurred on or prior to the Petition Date consistent with the Firm's ordinary course billing practice. At the conclusion of WSGR's engagement by the Debtors, if the amount of any advance payment retainer held by WSGR is in excess of the amount of WSGR's outstanding and estimated fees, expenses, and costs, WSGR will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs.

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Debtors: RITE AID CORPORATION, et al.

Case No. 23-18993 (MBK)

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF WILSON SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD COUNSEL EFFECTIVE AS OF THE PETITION DATE

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5. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application, WSGR shall provide ten (10) days' prior notice of any such increases to the Debtors, the U.S. Trustee, the UCC, and the TCC and shall file any such notice with the Court. All parties in interest retain rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

6. WSGR (i) shall only bill 50% for non-working travel; and (ii) shall not seek the reimbursement of any fees or costs, including attorney's fees and costs, arising from the defense of any objections to any of WSGR's fee applications in these cases; (iii) shall use the billing and expense categories set forth in the U.S. Trustee Guidelines (Exhibit D-1 "Summary of Compensation Requested by Project Category"); and (iv) shall provide any and all monthly fee statements, interim fee applications, and final fee applications in "LEDES" format to the U.S. Trustee.

7. Notwithstanding anything in the Application, the Fay Declaration, or the Sabatino Declaration to the contrary, WSGR shall seek reimbursement from the Debtors' estates for its engagement-related expenses at the firm's actual cost paid.

8. WSGR shall make all reasonable efforts to avoid the duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

9. Notwithstanding anything in the Application, the Fay Declaration, or the Sabatino Declaration to the contrary, WSGR shall (i) to the extent that WSGR uses the services of

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Debtors: RITE AID CORPORATION, et al.

Case No. 23-18993 (MBK)

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF WILSON SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD COUNSEL EFFECTIVE AS OF THE PETITION DATE

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independent contractors or subcontractors (collectively, the “Contractors”) in these cases, pass through the costs of such Contractors at the same rate that WSGR pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for WSGR; (iv) file with this Court such disclosures required by Bankruptcy Rule 2014; and (v) attach any such Contractor invoices to its monthly fee statements, interim fee applications and/or final fee applications filed in these chapter 11 cases. No agreement or understanding exists between WSGR and any other person other than as permitted by section 504 of the Bankruptcy Code, to share compensation received for services rendered in connection with these cases, nor shall WSGR share or agree to share compensation received for services rendered in connection with these cases with any other person, other than as permitted by section 504 of the Bankruptcy Code.

10. The Debtors and WSGR are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

11. To the extent that there may be any inconsistency between the terms of the Application, the Fay Declaration, the Sabatino Declaration, and this Order, the terms of this Order shall govern in all respects.

12. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application and the Local Rules are satisfied by such notice.

13. Upon its entry, the terms and conditions of this Order shall be immediately effective and enforceable.



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Debtors: RITE AID CORPORATION, et al.

Case No. 23-18993 (MBK)

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF WILSON  
SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD COUNSEL  
EFFECTIVE AS OF THE PETITION DATE

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14. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

**EXHIBIT B**

**Declaration of Erin R. Fay**

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

Edward O. Sassower, P.C.

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*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

RITE AID CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-18993 (MBK)

(Jointly Administered)

**DECLARATION OF ERIN R. FAY IN SUPPORT OF THE DEBTORS'  
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE  
EMPLOYMENT AND RETENTION OF WILSON SONSINI GOODRICH & ROSATI,  
P.C. AS SPECIAL BOARD COUNSEL EFFECTIVE AS OF THE PETITION DATE**

I, Erin R. Fay, being duly sworn, state the following under penalty of perjury:

<sup>1</sup> The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

1. I am a member of Wilson Sonsini Goodrich & Rosati, P.C. (“WSGR” or the “Firm”), which maintains offices for the practice of law at 222 Delaware Avenue, Suite 800, Wilmington, Delaware 19801. I am an attorney at law, duly admitted and in good standing to practice in the States of Delaware and Wisconsin and in the United States District Court for the District of Delaware. There are no disciplinary proceedings against me.

2. I submit this Declaration in support of the application (the “Application”) of the debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases, pursuant to sections 327(e) and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) and rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for authority to employ and retain WSGR, as special counsel to the board of directors (the “Board”) of Debtor Rite Aid Corporation, in the above-captioned chapter 11 cases effective as of the Petition Date.

3. All terms not otherwise defined herein have the meanings ascribed to them in the Application. Except as otherwise indicated herein, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto. To the extent that any information disclosed herein requires amendment or modification upon WSGR’s completion of further analysis or as additional information becomes available to WSGR, a supplemental declaration will be submitted to the Court.

4. I am authorized to provide this declaration on behalf of WSGR. The Debtors propose to retain WSGR to serve as special counsel to the Board with respect to Board Matters. The statements set forth in this Declaration are based on my personal knowledge, upon information and belief, and upon client records kept in the ordinary course of business that were reviewed by me or other personnel of WSGR. Such statements are also based on a review by the

persons within WSGR responsible for maintaining records of our representations, with the assistance of attorneys at WSGR, of the lists provided to WSGR by Kirkland & Ellis LLP (“K&E”), the Debtors’ lead bankruptcy counsel (the “Interested Parties List”), setting forth certain of the creditors and other parties-in-interest (collectively, the “Interested Parties”) of the Debtors. A copy of the Interested Parties List is attached hereto as Annex A.

### **WSGR’S QUALIFICATIONS**

5. The Board has selected WSGR to serve as special counsel to the Board in these chapter 11 cases due to, among other things, the firm’s extensive experience and knowledge the areas of corporate law and restructuring matters. WSGR is a national and international law firm with more than sixty (60) years of experience, including experience in advising management teams, directors, boards, and special board or management committees of large public and private companies with respect to complex commercial transactions, financings, and the fulfillment of their fiduciary duties and obligations under applicable law. WSGR’s attorneys have also been involved in many recent chapter 11 cases, including, among others: *In re FB Debt Financing Guarantor, LLC, et al.*, Case No. 23-10025 (Bankr. D. Del.) (counsel to the debtors); *In re OSG Group Holdings, Inc.*, No. 22-10718 (Bankr. D. Del.) (counsel to the debtors); *In re Medical Technologies Associates II, Inc.*, No. 22-1534 (Bankr. D. Del.) (counsel to the reorganized debtor); *In re VIP Cinema Holdings, Inc.*, No. 20-10345 (Bankr. D. Del.) (counsel to the debtors); *In re CR Holdings Liquidating, Inc. (f/k/a Charlotte Russe)*, No. 19-10210 (Bankr. D. Del.) (counsel to the debtors). These professionals have also represented numerous secured lenders, official and unofficial committees, debtor in possession financiers, secured and unsecured creditors, and potential purchasers of assets in bankruptcy proceedings. Given this expertise and in light of the broad array of matters which may come before the Board in connection with these chapter 11 cases, I believe

that WSGR has a highly qualified team of professionals and paraprofessionals to provide services to the Debtors during these chapter 11 cases.

6. Additionally, I believe that due to the expertise, experience, and knowledge of the WSGR attorneys staffed on this matter, the legal services that it will provide will be efficient and cost-effective for the Debtors' estates. In connection with services already rendered to the Board, WSGR developed familiarity with the Debtors, their business operations, certain issues affecting the Debtors, and the circumstances which led to the commencement of these chapter 11 cases.

7. Since its engagement by the Board, WSGR has become familiar with the Debtors' business, generally, certain prepetition transactions, and decisions made by the Board in the months leading up to the Petition Date. Accordingly, WSGR has relevant and historical experience with the Board that will enable the firm to deal effectively and efficiently with many of the legal issues that are likely to arise in these cases.

#### **SCOPE OF SERVICES**

8. Subject to further order of the Court, the Debtors request authorization for the retention and employment of WSGR as special counsel to the Board with regard to general corporate matters and these chapter 11 cases pursuant to section 327(e) of the Bankruptcy Code, effective as of the Petition Date. WSGR has extensive knowledge and experience in virtually all aspects of the law that may arise in its representation of the Board. Accordingly, I believe that WSGR is both well qualified and well positioned to provide the services described herein and in the Application, and that its retention would be in the best interests of the Debtors' estates, their creditors and other parties-in-interest in these chapter 11 cases.

9. WSGR will work closely with K&E and Cole Schotz to prevent unnecessary or inefficient duplication of services and will take appropriate steps to avoid such unnecessary duplication.

### **COMPENSATION**

10. Subject to approval of this Court, WSGR intends to apply for allowance of compensation and reimbursement of expenses in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, and any further orders of the Court for all professional services performed and expenses incurred in connection with these chapter 11 cases.

11. WSGR has advised the Debtors that its ordinary hourly rates range from \$1,080 to \$2,475 per hour for partners, from \$690 to \$1,895 per hour for counsel; from \$615 to \$1,315 per hour for associates, and from \$225 to \$930 for staff.

12. The hourly rates set forth above are WSGR's standard hourly rates, set at a level designed to fairly compensate WSGR for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. WSGR's standard hourly rates are subject to periodic adjustment to reflect economic and other conditions. WSGR has advised the Debtors, and the Debtors understand, that the hourly rates set forth above are subject to periodic adjustments.

13. In addition to the hourly billing rates set forth above, WSGR customarily charges its clients for all costs and expenses incurred, including telephone and telecopier charges, mail and express mail charges, document processing, photocopying and print copy charges, travel expenses, expenses for "working meals," computerized research, and transcription costs. WSGR has advised the Debtors that it will charge such costs and expenses in accordance, and only to the extent consistent, with the Bankruptcy Code, the Bankruptcy Rules, and any applicable U.S. Trustee guidelines.

14. On July 20, 2023, the Debtors paid \$100,000 to WSGR, as an advance payment retainer. Subsequently, the Debtors paid WSGR additional advance payment retainer totaling \$2,100,000 in the aggregate. Any advance payment retainer is earned by WSGR upon receipt, any advance payment retainer becomes the property of WSGR upon receipt, the Debtors no longer have a property interest in any advance payment retainer upon WSGR's receipt, any advance payment retainer will be placed in WSGR's general account and will not be held in a client trust account, and the Debtors will not earn any interest on any advance payment retainer.

15. As of the Petition Date, the Debtors did not owe WSGR any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred, but not yet applied to WSGR's advance payment retainer, as of the Petition Date, WSGR's total advance payment retainer exceeded amounts listed on statements describing services rendered and expenses incurred prior to the Petition Date.

16. The Debtors have made no promises to WSGR regarding compensation in these chapter 11 cases other than in accordance with the Bankruptcy Code and as set forth in this Application. WSGR has advised that it has not shared, nor agreed to share, (a) any compensation it has received or may receive with any other party or person, other than with the members and associates of WSGR, or (b) any compensation another person or party has received or may receive.

**STATEMENT REGARDING U.S. TRUSTEE GUIDELINES**

17. WSGR shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with section 327(a) of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. WSGR also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications*



*for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2023* (the “Revised UST Guidelines”), both in connection with this Application and the interim and final fee applications to be filed by WSGR in these chapter 11 cases.

**Attorney Statement Pursuant to Revised UST Guidelines**

18. The following is provided in response to the request for additional information set forth in Paragraph D.1. of the Revised UST Guidelines:

- (a) **Question:** Did WSGR agree to any variations from, or alternatives to, WSGR’s standard billing arrangements for this engagement?

**Answer:** No. WSGR and the Debtors have not agreed to any variations from, or alternatives to, WSGR’s standard billing arrangements for this engagement. The rate structure provided by WSGR is appropriate and is not significantly different from (a) the rates that WSGR charges for other non-bankruptcy representations or (b) the rates of other comparably skilled professionals.

- (b) **Question:** Do any of the WSGR professionals in this engagement vary their rate based on the geographic location of the Debtors’ chapter 11 cases?

**Answer:** No. The hourly rates used by WSGR in representing the Board are consistent with the rates that WSGR charges other comparable corporate governance and restructuring clients, regardless of the location of the chapter 11 case or matter.

- (c) **Question:** If WSGR has represented the Board in the 12 months prepetition, disclose WSGR’s billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If WSGR’s billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

**Answer:** WSGR’s current hourly rates for services rendered on behalf of the Board range as follows:<sup>2</sup>

<sup>2</sup> While the rate ranges provided for by this Application may change if an individual leaves or joins WSGR, and if any such individual’s billing rate falls outside the ranges disclosed above and herein, WSGR does not intend to update the ranges for such circumstances.

| <i>Billing Category</i> | <i>Range</i>      |
|-------------------------|-------------------|
| Partners                | \$1,080 - \$2,475 |
| Counsel                 | \$690 - \$1,895   |
| Associates              | \$615 - \$1,315   |
| Paraprofessionals       | \$225 - \$930     |

WSGR represented the Board during the period from October 2022 to December 2022, using the hourly rates listed below:

| <i>Billing Category</i> | <i>Range</i>    |
|-------------------------|-----------------|
| Partners                | \$975 - \$1,950 |
| Counsel                 | \$640 - \$1,475 |
| Associates              | \$550 - \$1,025 |
| Paraprofessionals       | \$225 - \$750   |

- (d) **Question:** Have the Debtors approved WSGR's budget and staffing plan, and if so, for what budget period?

**Answer:** Yes. More specifically, pursuant to the Interim DIP Order,<sup>3</sup> the Debtors must furnish regular budget and weekly variance reports, which include detail regarding the fees and expenses incurred in these chapter 11 cases by professionals proposed to be retained by the Debtors.

### **WSGR'S DISINTERESTEDNESS**

19. To check and clear potential conflicts of interest in these chapter 11 cases, as well as to determine connections to the Debtors, their creditors, any other parties-in-interest, their respective attorneys and accountants, the Honorable Michael B. Kaplan, or the Office of the United States Trustee for the District of New Jersey (the "U.S. Trustee"), WSGR researched its client database (the "Client Database") to determine whether it has been employed by, or has other relationships with, the Interested Parties.

20. The Client Database maintained by WSGR is designed to include every matter on which the Firm is now and has been engaged, by which entity the Firm is now or has

<sup>3</sup> "Interim DIP Order" means the *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 120].

been engaged and, in each instance, the identity of adverse parties and certain of the attorneys in the Firm that are knowledgeable about the matter. It is the policy of WSGR that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the computer Client Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and adverse parties. Accordingly, WSGR maintains and systematically updates this system in the regular course of business of the Firm, and it is the regular practice of the Firm to make and maintain these records.

21. Further, WSGR sends a daily report of new matters firm wide. All WSGR attorneys are responsible for reviewing the daily report of new matters and raising any potential concerns with respect to new representations. WSGR did not receive any responses regarding this matter. WSGR additionally polled all of its attorneys via email to determine if any WSGR attorney: (a) owns any debt or equity securities of the Debtors or any of their non-debtor affiliates; (b) holds a claim against or interest adverse to the Debtors or any of their non-debtor affiliates; (c) is or was an officer, director, or employee of the Debtors or any of their non-debtor affiliates; (d) is related to or has any connections to Judge Kaplan; or (e) is related to or has any connections to anyone working in the New Jersey U.S. Trustee's Office. WSGR did not receive any responses from any timekeepers in the affirmative reporting disclosable connections, interests, or claims. Therefore, to the best of my knowledge, neither I, nor any member, of counsel, or associate thereof at WSGR, insofar as I have been able to ascertain, have any connections with any of the entities or individuals referenced in the previous paragraph, except as disclosed herein.

22. WSGR also conducted a further poll of the attorneys expected to perform the primary work on this engagement and asked these attorneys to disclose any interests in or claims against the entire list of parties in interest listed on Annex A. None of the attorneys

responded in the affirmative reporting disclosable connections, interests, or claims. Therefore, to the best of my knowledge, neither I, nor any other WSGR attorney expected to perform the primary work on this engagement, insofar as I have been able to ascertain, have any connections with any of the parties included on **Annex A**, except as disclosed herein.

23. Finally, all WSGR attorneys and employees are required to obtain approval prior to accepting a board position. To the best of my and WSGR's knowledge, no attorney or employee of WSGR is or has been a director on a board of directors of the Debtors.

24. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I, nor WSGR, nor any partner or associate thereof that is anticipated to provide the services hereunder, holds or represents an interest adverse to the Debtors or their estates with respect to the matters as to which WSGR is to be employed.

25. WSGR in the past has represented or been adverse to, currently represents or is adverse to, and in the future likely will represent or be adverse to certain creditors of the Debtors and other parties-in-interest or affiliates thereof in matters wholly unrelated to the Debtors, the Debtors' cases or such entities' claims against or interests in the Debtors. As of the date of this Declaration, I am aware that WSGR may currently represent or has a connection with, may have represented or may in the future represent those entities (or their affiliates) listed on **Annex B** hereto.<sup>4</sup> Other than as described herein, all such past or present relationships with the Interested Parties disclosed in **Annex B** are wholly unrelated to the Debtors and the Debtors' chapter 11 cases and none of these representations creates or has ever created an adverse interest to the Debtors or their estates.

<sup>4</sup> **Annex B** lists entities, or affiliates of the entities, that WSGR either actively represents or formerly represented on matters unrelated to these chapter 11 cases since October 15, 2021. WSGR's conflict check system covers a period of time prior to October 15, 2021; as a matter of practice, however, WSGR has not listed on **Annex B** former clients for such period (consistent with a disinterestedness timeframe of two (2) to three (3) years.)

26. I understand that the Debtors and parties in these cases have and will retain various professionals during the pendency of these chapter 11 cases as set forth on the Interested Parties List. Over the past several years, attorneys at WSGR have worked with certain of these professionals on various matters, representing either the same parties, parties with similar interests or parties with adverse interests. In addition, certain of these firms may have been clients of WSGR in matters unrelated to the Debtors or these chapter 11 cases.

27. In addition, during the course of the Debtors' chapter 11 cases, the Debtors may retain additional or different professionals. Further, the Interested Parties List does not disclose the identities of all of the various professionals that have been retained, or are being considered for retention by the various parties in interest. Therefore, we are unable to determine if WSGR has a client or other relationship with such as yet unidentified advisors. However, we believe it likely that many of the professionals who may appear in these chapter 11 cases are witnesses, advisors or counsel, as the case may be, in transactions or cases in which WSGR also represents a client. WSGR may retain various such professionals or affiliates thereof to provide forensic, litigation support and financial advisory services to WSGR or WSGR's clients in a variety of past, present or future engagements. Current employees at WSGR may be former employees of, or related to employees of, one or more of the other professionals in these chapter 11 cases. In addition, attorneys at WSGR belong to professional organizations to which other professionals who may appear in these chapter 11 cases may also belong.

28. Despite the efforts described above to identify and disclose connections with parties in interest in these chapter 11 cases, because the Debtors are a large enterprise with many creditors and other relationships, WSGR is unable to state with certainty that every client connection of WSGR has been disclosed. WSGR will conduct an ongoing review of its files to

ensure that no disqualifying circumstances arise and, if any new material facts or relationships are discovered, WSGR will file supplemental disclosures with the Court regarding the same.

29. For the reasons stated herein, WSGR represents no interest adverse to the Debtors or their estates, it is well situated to fulfill its duties to the Debtors and its retention is in the best interest of the Debtors' estates.

### **Specific Disclosures**

30. As specifically set forth below and in the attached exhibits, WSGR represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases. None of the representations described herein are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, WSGR is not disqualified from acting as special counsel to the Board merely because it represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in matters unrelated to these chapter 11 cases.

31. WSGR currently represents, and in the past has represented, Mylan, Inc. (and any parents, subsidiaries, or affiliated entities thereof, collectively "Mylan"), in connection with various corporate and securities, financings, and other transactional matters, real estate, environmental, employment, tax and employee benefits, patent, technology transactions and other intellectual property matters, and litigation and other proceedings, including the litigation entitled Rite Aid Corporation and Rite Aid HDQTRS Corporation v. Actavis Holdco, U.S., Inc., et. al. Case No. 2:20-CV-03367 in the United States District Court for the Eastern District of Pennsylvania (the "Actavis Litigation"), and related or future matters related to or arising from the Actavis Litigation against Rite Aid. WSGR has not represented, and will not represent, Mylan

in connection with any matter in these chapter 11 cases. All current and prior representations of Mylan have been in matters unrelated to these chapter 11 cases. I do not believe that WSGR's current or prior representation of Mylan, including in connection with the Actavis Litigation, precludes WSGR from meeting the disinterestedness standard under the Bankruptcy Code.

32. WSGR currently represents, and in the past has represented, an entity called Lasting Smiles in a pro bono matter that involved sending a demand letter to Rite Aid on behalf of Lasting Smiles. The matter is being negotiated and no complaint has been filed. WSGR's representation is limited to negotiations. WSGR has not represented, and will not represent, Lasting Smiles in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. All current and prior WSGR representations of Lasting Smiles have been in matters unrelated to these chapter 11 cases. I do not believe that WSGR's current or prior representation of Lasting Smiles precludes WSGR from meeting the disinterestedness standard under the Bankruptcy Code.

33. WSGR has previously represented and provided litigation advice to StartMark, SPC ("StartMark") in a litigation matter that was adverse to Debtor Rite Aid Corporation. This matter was closed in July 2023, prior to the Petition Date. WSGR has not represented and will not represent StartMark in these chapter 11 cases during the pendency of these chapter 11 cases. Any prior WSGR representation of StartMark has been in a matter unrelated to these chapter 11 cases. I do not believe that WSGR's prior representation of StartMark precludes WSGR from meeting the disinterestedness standard under the Bankruptcy Code.

34. WSGR has previously represented Sun Pharmaceuticals Industries Ltd. ("Sun Pharmaceuticals"), in antitrust litigation captioned *In re: Zetia (Ezetimibe)*, in which Sun

Pharmaceuticals was adverse to Debtor Rite Aid Corporation. This matter was closed in 2022. WSGR has not represented and will not represent Sun Pharmaceuticals in these chapter 11 cases during the pendency of these chapter 11 cases. Any prior WSGR representation of Sun Pharmaceuticals has been in a matter unrelated to these chapter 11 cases. I do not believe that WSGR's prior representation of Sun Pharmaceuticals precludes WSGR from meeting the disinterestedness standard under the Bankruptcy Code.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: November 22, 2023

/s/ Erin R. Fay Esq.  
Erin R. Fay, Esq.  
Wilson Sonsini Goodrich & Rosati, P.C.



**Annex A**  
**Interested Parties**

## **SCHEDULE 1**

### **List of Schedules**

| <b><u>Schedule</u></b> | <b><u>Category</u></b>                     |
|------------------------|--|
| 1(a)                   | Debtor Affiliates                          |
| 1(b)                   | Directors & Officers                       |
| 1(c)                   | Known Joint Venture Affiliates             |
| 1(d)                   | Bankruptcy Judges & Staff                  |
| 1(e)                   | Bankruptcy Professionals                   |
| 1(f)                   | Banks & Lien Parties                       |
| 1(g)                   | Customers                                  |
| 1(h)                   | Insurance                                  |
| 1(i)                   | Landlords                                  |
| 1(j)                   | Litigation Parties                         |
| 1(k)                   | Notice of Appearance                       |
| 1(l)                   | Official Committee of Tort Claimants       |
| 1(m)                   | Ordinary Course Professionals              |
| 1(n)                   | Potential Participants in Sale Process     |
| 1(o)                   | Significant Competitors                    |
| 1(p)                   | Surety & Letters of Credit                 |
| 1(q)                   | Taxing Authorities & Governmental Agencies |
| 1(r)                   | Top 50 Creditors                           |
| 1(s)                   | U.S. Trustee Office                        |
| 1(t)                   | UCC Members                                |
| 1(u)                   | Unions                                     |
| 1(v)                   | Utilities                                  |
| 1(w)                   | Vendors                                    |

## **SCHEDULE 1(a)**

### **Debtor Affiliates**

|   |                                    |
|---|------------------------------------|
| 1515 West State Street - Boise, Idaho LLC | Lakehurst & Broadway Corp.         |
| 1740 Associates LLC                       | Laker Software LLC                 |
| 4042 Warrensville Center Road             | Lane Drug Co., The                 |
| Warrensville Ohio Inc.                    | Maxi Drug Inc.                     |
| 5277 Associates Inc.                      | Maxi Drug North Inc.               |
| 5600 Superior Properties Inc.             | Maxi Drug South LP                 |
| Advance Benefits LLC                      | Maxi Green Inc.                    |
| Apex Drug Stores Inc.                     | Munson & Andrews LLC               |
| Ascend Health Technology LLC              | Name Rite LLC                      |
| Bartell Drug Co., The                     | P.J.C. Distribution Inc.           |
| Broadview & Wallings-Broadview Heights,   | P.J.C. Realty Co. Inc.             |
| Ohio Inc.                                 | PDS-1 Michigan Inc.                |
| Design Rx Holdings LLC                    | Perry Distributors Inc.            |
| Design Rx LLC                             | Perry Drug Stores Inc.             |
| Design Rxclusives LLC                     | PJC Lease Holdings Inc.            |
| Eckerd Corp.                              | PJC Manchester Realty LLC          |
| EDC Drug Stores Inc.                      | PJC of Massachusetts Inc.          |
| Elixir Holdings LLC                       | PJC of Rhode Island Inc.           |
| Elixir Pharmacy LLC                       | PJC of Vermont Inc.                |
| Elixir Puerto Rico Inc.                   | PJC Peterborough Realty LLC        |
| Elixir Rx Options LLC                     | PJC Realty MA Inc.                 |
| Elixir Rx Solutions LLC                   | PJC Revere Realty LLC              |
| Elixir Rx Solutions of Nevada LLC         | PJC Specialty Realty Holdings Inc. |
| Elixir Savings LLC                        | RCMH LLC                           |
| First Florida Insurers of Tampa LLC       | RDS Detroit Inc.                   |
| GDF Inc.                                  | Read's Inc.                        |
| Genovese Drug Stores Inc.                 | RediClinic Associates Inc.         |
| Gettysburg & Hoover - Dayton, Ohio LLC    | RediClinic LLC                     |
| Harco Inc.                                | RediClinic of PA LLC               |
| Health Dialog Services Corp.              | Rite Aid Corp.                     |
| Hunter Lane LLC                           | Rite Aid Drug Palace Inc.          |
| JCG (PJC) USA LLC                         | Rite Aid Headquarters Corp.        |
| JCG Holdings (USA) Inc.                   | Rite Aid Headquarters Funding Inc. |
| Jean Coutu Group (PJC) USA Inc., The      | Rite Aid Lease Management Co.      |
| Juniper Rx LLC                            | Rite Aid of Connecticut Inc.       |
| K&B Alabama Corp.                         | Rite Aid of Delaware Inc.          |
| K&B Inc.                                  | Rite Aid of Georgia Inc.           |
| K&B Louisiana Corp.                       | Rite Aid of Indiana Inc.           |
| K&B Mississippi Corp.                     | Rite Aid of Kentucky Inc.          |
| K&B Services Inc.                         | Rite Aid of Maine Inc.             |
| K&B Tennessee Corp.                       | Rite Aid of Maryland Inc.          |
| K&B Texas Corp.                           | Rite Aid of Michigan Inc.          |

Rite Aid of New Hampshire Inc.  
Rite Aid of New Jersey Inc.  
Rite Aid of New York Inc.  
Rite Aid of North Carolina Inc.  
Rite Aid of Ohio Inc.  
Rite Aid of Pennsylvania LLC  
Rite Aid of South Carolina Inc.  
Rite Aid of Tennessee Inc.  
Rite Aid of Vermont Inc.  
Rite Aid of Virginia Inc.  
Rite Aid of Washington, D.C. Inc.  
Rite Aid of West Virginia Inc.  
Rite Aid Online Store Inc.  
Rite Aid Payroll Management Inc.  
Rite Aid Realty Corp.  
Rite Aid Rome Distribution Center Inc.  
Rite Aid Specialty Pharmacy LLC  
Rite Aid Transport Inc.  
Rite Investments Corp.  
Rite Investments Corp. LLC  
Rx Choice Inc.  
Rx Initiatives LLC  
Thrift Drug Inc.  
Thrifty Corp.  
Thrifty Payless Inc.  
Tonic Procurement Solutions LLC

## **SCHEDULE 1(b)**

### **Directors & Officers**

Bodaken, Bruce G.  
Burr, Elizabeth  
DuPaul, Chris  
Greenblatt, Rand  
Harlam, Bari  
Kazmaier, Jessica  
Keglevic, Paul  
Knowling, Robert E., Jr.  
Kohn, Pamela  
Meltzer, Roger  
Miller, William  
Nayar, Arun  
Quinn, Kate B.  
Rose, Christine  
Sabatino, Thomas J., Jr.  
Schroeder, Matt  
Selig, Stegan  
Staniforth, Karen  
Stein Advisors LLC  
Stein, Jeffrey S.  
Teffner, Carrie  
Walden, Jeanniey

## **SCHEDULE 1(c)**

### **Known Joint Venture Affiliates**

Drug Palace Inc.  
Elixir Insurance Co.  
Grand River & Fenkell LLC  
Hackensack Meridian Rediclinic LLC  
ILG - 90 B Avenue Lake Oswego LLC  
LMW - 908 Avenue Lake Oswego Inc.  
Rediclinic Austin LLC  
Rediclinic of Dallas-Fort Worth LLC  
Rediclinic of Delaware LLC  
Rediclinic of Maryland LLC  
Rediclinic of Virginia LLC  
Rediclinic of Washington DC LLC  
Rediclinic of Washington LLC  
Rediclinic US LLC  
Richfield Road - Flint, Michigan LLC  
Rx USA Inc.

## **SCHEDULE 1(d)**

### **Bankruptcy Judges & Staff**

Altenburg, Andrew B., Jr.  
Bisogno, Alex  
Brown, Michael  
Crow, Brett  
Earl, Rebecca A.  
Ebel, Nicholas  
Figueria, Maria  
Filgueiras, Juan  
Fischer, Benjamin  
Gambardella, Rosemary  
Gauvin, Carolyn  
Gravelle, Christine M.  
Greco-Ericksen, Susan  
Haywood, Zelda  
Holden, Kevin  
Kaplan, Aron  
Kaplan, Michael B.  
Liese, Joan  
McDonald, Christy  
Meisel, Stacey L.  
Moore, Sharon  
Muccie, Dana  
Papalia, Vincent F.  
Pappas, Ntorian  
Poslusny, Jerrold N., Jr.  
Price, Gina  
Primo, Mariela  
Purce, Sharon  
Quiles, Wendy  
Renyne, Heather  
Richardson, Charlene  
Ryan, Kathleen  
Sherwood, John K.  
Sodono, Anthony  
Stillwell, Rachel  
Streich, Graham  
Sweeney, Suzanne  
Tedesco, Michael  
Walsh, Noreen

## **SCHEDULE 1(e)**

### **Bankruptcy Professionals**

A&G Realty Partners LLC  
Alvarez & Marsal Holdings LLC  
Berkeley Research Group LLC  
Brown Rudnick LLP  
Choate Hall & Stewart LLP  
Cole Schotz PC  
Conversus Group LLC  
Evercore Inc.  
Frejka PLLC  
FTI Consulting Inc.  
Guggenheim Securities LLC  
Houlihan Lokey Inc.  
Joele Frank, Wilkinson Brimmer Katcher  
Katten Muchin Rosenman LLP  
Kobre & Kim LLP  
Kramer Levin Naftalis & Frankel LLP  
Kroll Restructuring  
Milbank LLP  
Panagos, Steven G.  
Paul Weiss Rifkind Wharton & Garrison LLP  
Wilson Sonsini Goodrich & Rosati PC



## **SCHEDULE 1(f)**

### **Banks & Lien Parties**

|  |  |
|--|--|
| Aegon USA Investment Management LLC                      | Clearstream Banking SA                       |
| AllianceBernstein LP                                     | DBX Advisors LLC                             |
| Amundi Asset Management SAS                              | Erste Asset Management Gmbh                  |
| Aperture Investors LLC                                   | Euroclear Bank                               |
| Apple Bank for Savings                                   | Fidelity National Financial Inc.             |
| Atlantic Union Bank                                      | Fiera Capital Corp.                          |
| Aviva Investors Global Services Ltd. (UK)                | Fifth Third Bank                             |
| AXA Investment Managers (US) Inc.                        | Fifth Third Bank NA                          |
| Banco De Sabadell SA                                     | Fineco Asset Management DAC                  |
| Banco General SA   | First-Citizens Bank & Trust Co.              |
| Bank of America  | Flow Traders US LLC                          |
| Bank of America Merrill Lynch Proprietary Trading        | Fourteen Capital LP                          |
| Bank of New York Mellon Corp. (Wealth Management), The   | Fulcra Asset Management Inc.                 |
| Bank of New York Mellon Trust Co., The                   | Goldentree Asset Management LP               |
| Barclays Capital Inc.                                    | Goldman Sachs Asset Management International |
| Blackrock Advisors LLC                                   | Harris Trust & Savings Bank                  |
| BMO Asset Management Inc.                                | HG Vora Capital Management LLC               |
| BMO Bank NA  | Horizon Healthcare Services Inc.             |
| BMO Harris Bank  | Hudson Bay Capital Management LP             |
| BNP Paribas Asset Management UK Ltd.                     | Huntington National Bank, The                |
| Bondbloxx Investment Management Corp.                    | Ia Clarington Investments Inc.               |
| Boussard & Gavaudan Investment Management LLP            | ING Capital LLC                              |
| Bracebridge Capital LLC                                  | Invesco Capital Management LLC               |
| Brigade Capital Management LP                            | Ipg Investment Advisors LLC                  |
| Calamos Advisors LLC                                     | Jane Street Capital LLC                      |
| California, State of, Public Employees Retirement System | Jefferies LLC                                |
| Capital One  | JP Morgan Investment Management Inc.         |
| Capital One NA   | JP Morgan Securities LLC                     |
| Castleknight Management LP                               | Jupiter Asset Management Ltd. (UK)           |
| Cathay Bank  | KeyBank                                      |
| Celf Advisors LLP  | Keybank NA                                   |
| Charles Schwab Investment Management Inc.                | Loomis Sayles & Co. LP                       |
| Choate Hall & Stewart LLP                                | MacKay Shields LLC                           |
| CI Investments Inc.                                      | Macquarie Asset Management (NZ) Ltd.         |
| CIBC Asset Management Inc.                               | MAN GLG Partners LP                          |
| Citigroup Global Markets Inc.                            | Manulife Investment Management (US) LLC      |
| Citizens Bank  | Marathon Asset Management LP                 |
| Citizens Bank NA   | Marex Capital Markets Inc.                   |
|  | Mellon Investments Corp.                     |
|  | Metlife Investment Management LLC            |
|  | MidOcean Credit Partners                     |

Morgan Guaranty Trust Co. of New York  
Morgan Stanley Investment Management Inc.  
MUFG Bank Ltd.  
New Jersey, State of, Department of the  
Treasury, Division of Investment  
Nomura Corporate Research & Asset  
Management Inc.  
North Dakota, State of, Investment Board  
Northeast Investors Trust  
Northern Trust Investments Inc.  
Nuveen Asset Management LLC  
NYCB Specialty Finance Co. LLC  
Nykredit Asset Management  
Opus Investment Management Inc.  
OSP LLC  
Owl Creek Asset Management LP  
Pacific Investment Management Co.  
Pension Reserves Investment Management  
Board (PRIM)  
Pensiondanmark Holding A/S  
Pensionskasse SBB  
PFA Asset Management A/S  
PGIM Inc.  
Pinnacle Capital Ltd.  
PNC Bank  
PNC Bank NA  
Polen Capital Credit LLC  
RBC Capital Markets LLC  
RBC Global Asset Management Inc.  
Ryan Labs Asset Management Inc.  
Schroder Investment Management North  
America Inc.  
Siemens Financial Services Inc.  
Silver Point Capital LP  
Sixth Street Advisers LLC  
SMH Capital Advisors LLC  
State Street Global Advisors Inc.  
T. Rowe Price Associates Inc.  
TD Bank  
TD Bank NA  
TPG Capital LP  
Truist Bank  
UBS AG  
UBS Switzerland AG  
United Equities Commodities Co.  
US Bank

US Bank NA  
Vident Investment Advisory LLC  
Virtu Americas LLC  
Virtus Fixed Income Advisers LLC  
Voya Investment Management LLC  
Walleye Capital LLC  
Webster Business Credit Corp.  
Wellington Management Co. LLP  
Wells Fargo Bank  
Wells Fargo Bank NA  
Wells Fargo Securities LLC  
Whitebox Advisors LLC  
Wisconsin, State of, Investment Board

## **SCHEDULE 1(g)**

### **Customers**

Alterwood Advantage  
Amwins  
Astiva Health Inc.  
Care N' Care Insurance Co. Inc.  
Communicare ISNP  
Cox HealthPlans LLC  
Deaconess Health System Inc.  
Fresno Unified School District (CA)  
GoodRx Holdings Inc.  
Imperial Health Plan  
JB Poindexter & Co. Inc.  
Johnson, County of (KS)  
Leggett & Platt Inc.  
Medical Card System  
Mo-Kan Sheet Metal Workers  
My Choice Wisconsin  
New Mexico Medical Insurance Pool  
Phoenix, City of (AZ)  
Provider Partners Missouri Advantage Plan  
Provider Partners Texas Advantage Plan  
Puget Sound Electrical Workers  
Takecare Insurance Co. Inc.  
Texas Independence Health Plan Inc.  
UFCW & Employers Benefit Trust LLC  
Valley Health System  
Valley Medical Center  
Wichita, City of (KS)

## SCHEDULE 1(h)

### Insurance

|  |   |
|--|---|
| Agcs Marine Insurance Co.              | Hartford Financial Services Group Inc., The |
| AIG Aerospace Insurance Services       | HCC Insurance                               |
| AIU Insurance Co.                      | Hiscox Ltd.                                 |
| Allianz                                | Hudson Insurance Group Inc.                 |
| Allied World                           | Illinois Insurance Co.                      |
| Allied World Assurance Co. Ltd.        | Inigo Insurance                             |
| American International Reinsurance Co. | Intact Insurance Co.                        |
| Amtrust                                | Ironshore Inc.                              |
| ANV                                    | Liberty Mutual Holding Co. Inc.             |
| Aon plc                                | Life Science Risk Insurance                 |
| Applied Underwriters (Texas)           | Lloyds of London                            |
| Arch UK                                | Magna Carta Insurance Ltd.                  |
| Arch US                                | Markel Insurance Co.                        |
| Argo                                   | Marsh McLennan Cos. Inc.                    |
| Ark Insurance                          | National Union Insurance Co.                |
| Arrowhead                              | Nationwide Mutual Insurance Co.             |
| Ascot Bermuda                          | North Rock Insurance Co. Ltd.               |
| Ascot Reinsurance                      | Obsidian Insurance Co.                      |
| Aspen Insurance                        | Qbe   |
| Axa XI                                 | QBE Insurance Group Ltd.                    |
| Axa XI Bermuda                         | RLI Corp.                                   |
| Axis Insurance                         | RSUI Group Inc.                             |
| Beazley UK                             | Sompo Endurance US                          |
| Beazley USA Services Inc.              | Sompo UK                                    |
| Berkley                                | Starr International Co. Inc.                |
| Berkshire Hathaway                     | Starstone Insurance Holdings Ltd.           |
| Blenheim Underwriting Ltd.             | Swiss Reinsurance                           |
| Bowhead                                | Tokio Marine HCC                            |
| Chatham Insurance Services             | Travelers                                   |
| Chubb                                  | Vantage Risk Specialty Insurance Co.        |
| Convex                                 | Wesco Insurance Co.                         |
| Crum & Forster                         | Westfield Specialty Insurance Co.           |
| EHD Insurance                          | XL  |
| Endurance Insurance                    | Zurich American Insurance Co.               |
| Euclid Insurance                       |   |
| Evanston Insurance Co.                 |   |
| Everest Group Ltd.                     |   |
| Fidelis Insurance Holdings Inc.        |   |
| Great American Insurance Co.           |   |
| Great Midwest Insurance Co.            |   |
| Hallmark Specialty Insurance Co.       |   |
| Hamilton Re Ltd.                       |   |

## SCHEDULE 1(i)

### Landlords

|                                    |                                    |
|------------------------------------|------------------------------------|
| 1021 First Avenue Conway LLC       | 4102 Realty Co.                    |
| 1093 Group LLC                     | 416 Owners Association LP          |
| 115 Mer LLC                        | 4628 Group Inc.                    |
| 122 Liberty LLC                    | 4H Inns LLC                        |
| 1224 Brownsville Road LLC          | 5015 Holdings LLC                  |
| 1258 Group LLC                     | 50-52 Allen Street Corp.           |
| 1300 West F Street Oakdale LLC     | 506 West Market Street LLC         |
| 1472 Bostib Road LLC               | 510 East Baltimore Pike LLC        |
| 1472 Boston Road LLC               | 5116 2nd LLC                       |
| 149 Spring Street LLC              | 5214 Baltimore Associates LLC      |
| 1560 Sycamore LLC                  | 5215 Properties LLC                |
| 16 Victory Investments             | 526 East Bidwell LLC               |
| 1600 Venture LLC                   | 5601 22nd LLC                      |
| 16200 Bear Valley Road Holding LLC | 569 Broadway Associates            |
| 1679 LLC                           | 577 Larkfield Realty LLC           |
| 1808 Salem LLC                     | 577 Mast Road LLC                  |
| 1825 Brentwood Road Associates LLC | 57701 Twentynine Palms LLC         |
| 185 Kings Highway Realty LLC       | 5825 Broadway Realty LLC           |
| 1856 Broad Street Associates LP    | 6300 York Road Shopping Center LLC |
| 1912 North Pearl Street LLC        | 6515 Associates LP                 |
| 213 South Street Partnership       | 6822 Hamilton Developers Corp.     |
| 22 Victory Investments LLC         | 69th Street Retail Owner LP        |
| 224 Group LLC                      | 700 E 24th St LLC                  |
| 2260 Jerusalem Realty Corp.        | 701 Associates                     |
| 233 Associates                     | 75 Dexter Road TIC I LLC           |
| 2410 Burton LLC                    | 7900 Sunset LP                     |
| 2468 Group Inc.                    | 8222 Property LLC                  |
| 27 Round Lake Realty LLC           | 840 S Military Virginia Beach      |
| 29 Orinda Way LLC                  | 847 Station Street LLC             |
| 290 North Maple LLC                | 901 Merrick Road LLC               |
| 2910 Ashman LLC                    | 92 Victory Investments LLC         |
| 302 West Robb LLC                  | 9274 Group Inc.                    |
| 327-42 Findlay LLC                 | A 1825 Broadway LLC                |
| 3301 Properties LLC                | AAT DEL Monte LLC                  |
| 336 Union Realty LLC               | Abnet Realty Co.                   |
| 35th Strouss Associates            | Acorn Development LLC              |
| 3730 Brighton Road LLC             | ACV Emporium LLC                   |
| 374-384 Johnson Ave. Corp.         | ACV RAD Toledo LLC                 |
| 3-D Associates LLC                 | AEI Fund Management Inc.           |
| 4 Amigos LLC                       | AF-Savannah LLC                    |
| 4000 Woodhaven Holdings De LLC     | AG WGI LLC                         |

Agree LP  
AGS Ansonia LLC  
AHB Atlantic Realty LLC  
AJC Partners LLC  
Ajmal Development LLC  
AKA Investment Group LLC  
AKMS Ltd.  
Aldad & Sons Realty Inc.  
Aliza, Tom  
Allegro Towers LP  
Allen VH Associates LLC  
Almonte Francis Blvd. Realty LLC  
Alpha Beta Co.  
Alrose Patchogue LLC  
Alta & Saginaw Associates LLC  
Altadena LLC  
Altra Realty LLC  
Anderson Retail LLC  
Andre, Jay  
Andrich of Toledo LLC  
APS Realty Corp.  
ARC Dbpprop001 LLC  
Ardmore Partners LP  
Ardsey Associates LLC  
Argo Yakima LLC  
Arno & Adelheid Roscher Living Trust  
Ash Center LLC  
Aslan, Alex  
Atascadero Prec LLC  
Atco Equities LLC  
Atlantic Square LLC  
Atlas Young's Bay LLC  
ATR Encinitas LLC  
Avalon 210 Wall LLC  
Avenue X Realty LLC  
B.A.G. Figview #199C LP  
BA Arizona Partners LLC  
Baldrige - Aberdeen LLC  
Baldrige - Monroe LLC  
Baldrige - Port Orchard LLC  
Baldrige - Stanwood LLC  
Baldrige-Lacey I LLC  
Bales Farmington LLC  
Balzac Properties II  
Bandaaid North Hampton LLC  
Banning Rad LLC

Bansi Palms Dollar Tree LLC  
Batavia Fine Inc.  
BCG Realty Inc.  
Be Fair LLC  
Becrett Limited Liability Compensation  
Bella Bottega Partners  
Bellmore Associates LP  
Belmont Shopping Center LP  
Bergen Street LLC  
Bernard W. Hummelt MD LP  
Bethpage Properties LLC  
BFI-2 LLC  
BGN Fremont Square Ltd.  
Bihari, Peter  
Blacktide Santa Paula LLC  
Block Family LLC  
BLP Polk LP  
BLS Asset Management Corp.  
Blue Jay Center LLC  
Blue Tree Ludington OH LLC  
Blue Wave Partners LLC  
Blumel-211 Associates LLC  
B-M Properties  
BMBG Investments LLC  
BNY EAC-I LLC  
Boardman Plaza Associates LLC  
Bobo, Gary D.  
Bobo, Joy B.  
Bolo Corp.  
Bonaccorso Land Co.  
Bouye Grand Blanc LLC  
Bouye Ypsilanti LLC  
Bowen, Carole  
Branciforte Apartments LLC  
Brea Gateway Center LP  
Breibart, Murray  
Brennan Frost LLC  
Bristol-Myers Squibb Co.  
Brixmor Management JV 2 LLC  
Brixmor Plymouth Square LLC  
Brugge, Anna S.  
Brugge, Edward S.  
BS Realty LLC  
BT Abington LP  
BTP Modesto LLC  
BTS (Wyomissing) LP

Bueche Realty Inc.  
Buffalo-Akron Associates LLC  
Buffalo-Bal Business Trust  
Buncher Co., The  
Burien Plaza LLC  
Burley West Investments LLC  
Byun, Andre  
C & P Associates  
C & P Properties #10 LLC  
C & S Property Investment Corp.  
Cameron Apartments GP  
Canyon Crest Towne Centre LLC  
Capital Development Co.  
Capp, Daniel L.  
Cardinal Associates III LLC  
Carolina Cherry Properties LP  
Carroll Plaza LLC  
Carson Normandie Plaza LLC  
Cascade Commons LLC  
Cascade Square LLC  
Cedillos, Ronald  
Center Point Main Street LLC  
Chapel Square Development LLC  
Chelten Partners LLC  
Cheng Gong NJ Realty LLC  
Chew & Wister LP  
China Lake & Ridgecrest LLC  
Chiv Land Co. LLC  
Cho & Park Property Management LLC  
Chu, Miriam L.  
Chu, Yuet-Ming  
Churchill Security Investments LLC  
Clairemont Village Quad LLC  
ClG Properties LLC  
Clifford D. Steves Separate Property Trust  
CLPF Harbour Pointe LLC  
Coastal Serhoe  
Cole Ek Philadelphia PA LLC  
College Block  
Colonial Durham Associates  
Colony Holding Co.  
Columbia Central Group LLC  
Columbia/Baldwin Associates LLC  
Comm 2007-C9 Lower Tier Remic  
Commons at Calabasas LLC, The  
Contempo Tempe

Contingence LLC  
Continuum Properties LLC  
Cooper Point Canyon Plaza LLC  
Copper & Maple Associates LLC  
Cottman Partners LP  
CP Beckett Group Inc.  
CP Management Group II LLC  
CP/Ipers Woodfield LLC  
CPT Shops at Rossmoor LLC  
Cranford, James Michael  
Crest Properties LLC  
Crosstown Dubois LLC  
CSquared LLC  
Cub Investors LLC  
Culver Tropical Gardens Co.  
Cusuman & Gorsen Association  
Cypress Norse Realty LLC  
D&A Investment Group LLC  
D&S Paradise Property & Investment LLC  
Daggi, Jasbur  
Dan Marchetta & Co. Ltd.  
Daniel G Kamin Banksville LLC  
Daniel G. Kamin Castor Avenue LLC  
Daniel G. Kamin Chesterfield LLC  
Daniel G. Kamin Clements Bridge Road LLC  
Daniel G. Kamin East Washington Lane LLC  
Daniel G. Kamin Gloversville LLC  
Daniel G. Kamin Irondequoit LLC  
Daniel G. Kamin Kingston LLC  
DCTN 3448 Plumsteadville PA LLC  
DD&L Associates II LLC  
Deer Park Realty Co. LLC  
Del Mar Highlands TCA I LLC  
Del Secco, Jonathan Clayton  
Delilah Realty Co.  
Delpy-Adams Avenue LLC  
DePetrus, Joseph  
Derry Realty Group LLC  
Detraid LLC  
DG Ran LLC  
DGMM LP  
Dischinat, Greg  
Dischinat, Gregory P.  
DJM NNN IV LLC

DMDE Properties LP  
DMP Mesa 8 LLC  
Dodge Enterprise LLC  
Donahue Schriber Realty Group LP  
Douglas Way Building Corp.  
Douglass, Harlan D.  
Dover Management Co.  
Drew Management Corp.  
DS Canyon Park LP  
DSM MB II LLC  
East Meadow Plaza Regency LLC  
East Park Development LLC  
Eastchester Developers LLC  
Eck-Aliquippa Associates LP  
Eckerd News Road LLC  
Eckville LP  
Edgemark Littleton LLC  
Elbe Associates LLC  
Elias Properties Management Inc.  
Eltingville Shopping Center Owner  
Ennabe Properties Inc.  
EPL Federal LLC  
Equity One (NE Portfolio) LLC  
Erlinda Ortiz  
Estudillo Shopping Center  
Excel Realty Partners LP  
Facchino Labarbera Hacienda  
Facciola Real Estate & Investment Co. LLC  
Fairview Shopping Center  
Famtan Associates  
Felfam LP  
Felos Associates LLC  
Ferryport Wings LLC  
Festival at Bel Air LLC  
FG-10 Lincoln Highway LLC  
FGR Expo 13 LLC  
Ficus Columns Properties LP  
First California Holdings LLC  
Flatlands 78 LLC  
Forty-Forty Broadway Realty Corp.  
Four City Center OP LP  
Franklin Family Partnership  
Friedman Equities LLC  
Friedman, Sally  
FW CA-Granada Village LLC  
FW WA-Eastgate Plaza LLC

FXSC Inc.  
G&S Ionia LLC  
Gabrielsen Family LP I  
Gallashea Properties LLC  
Garden Grove Plaza LLC  
Gartin Properties LLC  
Gates, Yoko C.  
Gateway Commons Development LLC  
Gateway Corp Center LP  
Gateway Plaza Canton LLC  
Gator Hillside Village LLC  
Gaube Equity Investments LLC  
GC Main Street Owners LLC  
Gelsomin Family Ltd. Partnership  
Gershman Properties LLC  
Gillen Hall Lake East LLC  
GKGF LLC  
Glantz Chesapeake LLC  
Glen Cove Shopping Center  
Glendale Genvia LLC  
Glenmore 7118 LLC  
GMF Drug Stores LLC  
Gould, Paul L.  
Grand & Elm Partners LP  
Grand Diamond Investments LLC  
Grant Fraser Michigan LLC  
Great Chi Investment LLC  
Great Neck Plaza LP  
Greater Hilands LLC  
Greenspring Mall Association  
Greenwood 85th Street LLC  
Grenadier Ortonville LLC  
Gri Fairwood LLC  
Gri Sunset Plaza LLC  
Grothe, John P.  
Grothe, June  
Grother, John  
Grother, June A.  
GSL Global LLC  
Gupta, Sandeep K.  
Gustave Meyer Building Corp.  
H & J Holdings Ltd.  
H&C Holdings LLC  
H&J 5 Investments LLC  
Harbor Center Partners LP  
Harrison, Douglas



Harsch Investment Properties LLC  
Harvard Market LLC  
Hastings Ranch Investment Co.  
Hauppauge Properties LLC  
Hawley Realty LP  
HBC Lake Stevens LLC  
HBC Magnolia LLC  
HCP 1101 Madison Mob LLC  
HCP RRF Sand Canyon LLC  
Hemmat Family LLC  
Henbart LLC  
Heritage Holdings Management Group  
Heritage Village LLC  
HF Real Estate Partnership  
HG - Toledo LLC  
HHL Properties LP  
High Point Properties LP  
High Water Johnstown LLC  
HLC Carlisle LLC  
HLC Lansdale LLC  
Hollywood Market Square LLC  
Holpsrac LLC  
Horowitz Family Trust & Frandson Family Trust  
Hovchild Partnership LLC  
Hoyt Bedford Associates LP  
HR LLC  
HS Belmont LLC  
Huntington Pike Co.  
HVP 2 LLC  
HW Riverside Arlington LLC  
HWN-Mariposa Associates LLC  
I Schreiber & Associates LLC  
I.C. Somerville Inc.  
I.C. Washington Inc.  
IA San Pedro Garden LLC  
Ichord, Paul S.  
Imola Cabot Partners LLC  
Impulso 5751 LLC  
Independence Plaza SC LLC  
Ingleside LLC  
Insalaco Enterprises  
Ireit Valencia Northpark LLC  
Irvine Co. Retail Properties, The  
J. W. Rich Investment Co.  
Jacjhin LLC

Jack Breitkopf LLC  
Jackson Invest Co. LLC, The  
Jaime L. Santana Family Trust  
JBK Ventures LLC  
Jefferson Place LLC  
JN 12 LLC  
JN 178 LLC  
Joan Florance Allison Trust  
Jordan, Wolfgang  
JOS Development Group LLC  
JRFP LLC  
JRSJC LP  
JS Enterprise Holdings LLC  
JSK Realty Co.  
Jumping Horse Ranch Inc.  
June Kirkland LLC  
Juri Properties LLC  
K Tenth Street Properties LP  
Kamin, Daniel G.  
Kana Realty Corp.  
Karoglanov Family Living Trust  
Kearney Palms LLC  
Kelethin Investments LLC  
Kern River Partners LLC  
Keyser Village LLC  
Khasigian Properties LP  
Khorram Family Investments LLC  
KIF LLC  
Kimco Realty Corp.  
Kin Properties Inc.  
Kings Ocean Realty LLC  
Kings Plaza Shopping Center  
Kinsman LLC  
Kirkland Totem Lake VI LLC  
KLP Burien Town Plaza LLC  
Kohl 1536 N Atherton LLC  
Kolles, John  
Kolles, Karla  
Koula's LLC  
KSL Holdings-Meredith NH LLC  
Kudu Invest LLC  
La Crescenta Market Place Properties LLC  
La Sierra & Pierce Associates  
Lafayette & Broadway LLC  
Laguna Oaks LLC  
Laguna Promenade LLC

Lake City Square LLC  
Lake Lansing RA Associates LLC  
Lake Serene SC LLC  
Lakeshore Village Center LLC  
Lakeside Medical Building LLC  
Lakeview Place Building A LLC  
Lakha Properties - Mill Creek  
Lamar Building Co. Inc.  
Lancaster Development Co. LLC  
Lansing Retail Center LLC  
Larchmont Properties Ltd.  
Lawrence M Kaplan LLC  
LDC Central Park Plaza LLC  
Lee Center IV LLC  
Levine Investments LP  
Levon Investments LLC  
LG Lindenhurst Associates LLC  
Lighthouse Commons LLC  
Limantzakis Properties No 2. LLC  
Limonite Ave. Holdings LLC  
Lin, Elizabeth  
Lin, Tuck  
Lincoln Center LLC  
Lincoln Heights Center LLC  
Lincoln Partnership 2015 LLC  
Lincoln Properties Ltd.  
Lipt Winchester Road Inc.  
Little Italy Management Corp.  
Little Safford Corp.  
Littleton Realty Trust  
Ljor Coloma LLC  
Ljor Spring Lake LLC  
Lloyd Wells Gift Trust  
LMK Services Inc.  
Long Sight Properties LLC  
Longest Drive LLC, The  
Los Osos Commercial LLC  
Loyal Plaza SC LLC  
LS Morrell LLC  
Luebke Family Partnership, The  
Luria Family I LP  
Lynnfield Centre Realty LLC  
Maat Holdings LLC  
Mack Alter LLC  
Magic Rabbit Ventures LLC  
Magnolia Town Center Associates

Main & Twelfth LLC  
Malin, George L.  
Malin, William N.  
Mann Enterprises Inc.  
Mann Milford Rite Aid LLC  
MANP CDM LLC & DMP CDM LLC  
Manp Laguna Woods LLC  
Manp Loma Linda LLC  
Manuel F Cunha & Virginia E Cunha  
Maple Yuba LLC  
Mar-Bank Investment Co.  
Margaret Wang Dream Trust  
Marin, Celeste  
Marin, Robert S.  
Marist Centerpoint LLC  
Marjack LLC  
Mark Clarks Summit North Associates LP  
Market Square Plaza I LLC  
Marketplace Partners 3 LP  
Markus Associates LLC  
Mar-Mart Realty Co. Inc.  
Marshall R. Realty LLC  
Mary B. Mccullough Trust & Barbara  
Branch Mcculloch Trust Ptr.  
Maryland Square Shopping Center LLC  
Mastropieri, Paul  
Mattkarr Properties LLC  
MCB-BF RA Portfolio JV LLC  
McKnight Realty Group # 6  
McKnight Realty Group 4  
MDB Landmark LLC  
Meetinghouse Development Associates LP  
Megdal Highland Park LLC  
Megdal, Alana  
Megdal, Elliot  
Melbourne Associates VII LLC  
Melbourne Associates VIII LLC  
Meridian Village Associates  
Mermaid Plaza Associates Inc.  
Mesa Town Center LLC  
MF Associates  
MGP XI Northgate LLC  
MI 2012 LLC  
Midway Shopping Center LLC  
Migliozi, Joseph J.  
Migliozi, Louise S.

Mike & Josephine Mra LP  
Mill Avenue Associates LLC  
Millers Furniture Industries  
Milton Road NH Property LLC  
Mindset Gurus LLC  
MK-Menlo Pleasant Valley LP  
MK-Menlo Property Owner LLC  
MK-Menlo Property Owner LP  
MKR Rite LLC  
MMDG LP  
Monroe Montrose LLC  
Montebello (Edens) LLC  
Montecito Market Place Associates  
Montgomery Delval Association LP  
Moreland Arizona Properties  
Morrisville Realty LLC  
Mount Vernon Plaza Associates  
MROF / SPE III-Marysville LLC  
MSF Rach-I LLC  
MSF Transit LLC  
Mt Lebanon Cooke LP  
Musso 3636 LLC  
Mutual Properties Ltd.  
MV/The Village LLC  
N.B. Penn LLC  
Namba Enterprises LP  
Napoleon 1 LLC  
Nashashibi Family Trust, The  
National Retail Properties Inc.  
Naugatuck Rite LLC  
NCI Shaker Heights Ra LLC  
NCI Sylvania LLC  
New Alpine Investment LLC  
New Century Associates Group LP  
New Group Gardena LLC  
New Wappingers Center Point LLC  
New York Methodist Hospital, The  
Newark NNN LLC  
Newburgh Plaza  
Newmar LLC  
NFDNY Business Trust  
Niagara Avenue San Diego LLC  
Nielsen Holdings Inc.  
Niki Group LLC, The  
Niki Properties LP  
Niki Springs LP

NJEC Associates LLC  
NKT University Square LLC  
Nob Hill Partners LLC  
Noho Victory LLC  
North Broad Development Co.  
North Michigan Hospitality Inc.  
North Natomas Town Center LLC  
Northern & Parsons LLC  
Northern Trust Bank of CA NA  
Nostrand Property Owner LLC  
Novara Properties LLC  
Novato Fair SC  
Novogroder Cos. Inc.  
Novogroder/Ada LLC  
Novogroder/Crestline LLC  
Novogroder/Summit LLC  
Novogroder/Zanesville LLC  
NY Pharmacy Partners LLC  
Oakland Real Estate Co. Inc.  
Oakshade Regency LLC  
OBC Salisbury LLC  
OFP Wagrado PA 1 LLC  
OFP Wagrado Pa2 LLC  
Oh, Jeong In  
Oliva, Steven J.  
Olive Properties LLC  
Oliviera Plaza Spe LLC  
Om Lex, Llc; Om Lex 2, LLC  
Opportunity Property Development LLC  
Orange Square LLC  
Orangethorpe DFWU LLC  
Oregon Center LLC  
Orion Development Ra LXVII LLC  
Osborne Associates V LLC  
Osborne Associates VI LLC  
Osborne Associates VIII LLC  
OSJ of Peterborough LLC  
Overaa Associates  
Overbrook Investment Properties LLC  
OW Family - 901 Soquel LLC  
Oxford Town Center LLC  
P.A.A. Property Acquisitions Associates Ltd.  
P2J2 Shadle Associates LLC  
Pacific 2017 LLC  
Pacific Centers LLC VIII

Pacific Realty Associates LP  
Pacific West Coast Properties LLC  
Packard Ann Arbor LLC  
Pacoima Plaza Partnership  
Pan Pacific Properties  
Panos Properties LLC  
Parisel LLC  
Park View Partners  
Park, Heysun  
Park, Wilson H.  
Parkade Investors LLC  
Parkville Properties LLC  
Pasi Inc.  
Pavilion Development One  
Pavilion Development Three  
Pavillion Development Two  
Penn Hills Retail LP  
Penton Co.  
Pequa Jaz LLC  
Perry Place Apartments  
Pete Ortiz  
Peterkort Towne Square LLC  
Petrovich Development Co. LLC  
Pfeil Murrel Co. LLC  
PFK Partners LP  
Phelanra LLC  
Philadelphia Retail Trust 1998 LP  
PHR Village LLC  
Pico - 24th Street LLC  
Pine Hollow Associates LLC  
Pinewinds Investments LLC  
Pinnacle Bellevue Development LLC  
Pismo Coast Plaza LLC  
Pl Rancho LP  
Platt Partners LP  
Plaza Edinger LLC  
Plewinski & Plewinski Ltd.  
Poa J. Associates LP  
Port Richmond Development LP  
Posel Enterprises  
PRH LLC  
Prime/Frit Bell Gardens LLC  
Princeton Plaza  
Pro-Nan VIII LLC  
Prudential Properties LLC  
Puba Properties

Purepharm LLC  
Putnam Plaza LLC  
PVB Inc.  
QCSI Six LLC  
R & H Mission Gorge Ltd.  
R. A. C. Wayne LLC  
R.A.C. Burton LLC  
R.A.C. United LLC  
R2K Ranphoh LLC  
R2K Raslmoh LLC  
Ra 1310 Vasco LLC  
Ra Oroville LLC  
Ra Stonerook  
Ra Stonerook-Morgantown  
Ra2 Boise- Overland LLC  
Ra2 Encinitas LP  
Ra2 Los Angeles-Vermont LP  
Ra2 Pasadena LP  
Rac Centerline LLC  
Rac Greenfield 10 LLC  
Raceway Plaza II 2006 LP  
Racquet Centre Ltd., The  
Rad Belleville LLC  
Rad Connellsville LLC  
Rad Gem Heights LLC  
Rad NY Elmira 2 Property Owner LLC  
Rad NY Elmira I Property Owner LLC  
Rad Pa Philadelphia Property Owner LLC  
Radny1, The  
Rafs1, The  
Ral1 Acct, The  
Rancho Del Mar Center LLC  
Randall Benderson 1993-1 Trust  
Rap Bellefonte LLC  
Rap Dallas LP  
Rap East Market York LLC  
Rap Etters LLC  
Rap Fayetteville LLC  
Rap Hamlin LP  
Rap Milford LLC  
Rap Smyra LLC  
Rap Wertzville LLC  
Raph1, The  
Rapln1, The  
Rar2 Queen Anne - Eden Hill  
Rared Jaffrey LLC

Ravi, The  
Rax Ohpa Owner LLC  
Ray, Sanderson J.  
Realmarq Corp.  
Realty Income Corp.  
Realty Income Properties  
Realty Income Properties 28 LLC  
Realty Income Properties 9 LLC  
Realty Income Properties LLC  
Realty Income Trust 2  
Realty Management Associations  
Realty Trust Group Inc.  
Regency Centers Corp.  
Regency Centers LP  
Remhy LLC  
Rende LLC  
Retail Enterprises LLC  
Retail Properties of America Inc.  
Retail Site Specialists  
Revere Works LLC  
Rhoads Avenue Newtown Square LP  
RI - Grass Valley LLC  
Rich/Cherry LLC  
Richard W Craig Revocable LIV  
Richfield Associates  
Richmond Shopping LLC  
Right Holdings LLC, The  
Rising Phoenix Group Corp.  
Rite Dunmore LLC  
Riteoh LLC  
River Oaks II LLC  
Riverbay Corp.  
Riverdale Park Associates  
Riverside Knolls Ltd.  
Robins Carlsbad LLC  
Roger Curry Properties LLC  
Roic California LLC  
Roic Four Courner Square LLC  
Roic Oregon LLC  
Roic Paramount Plaza LLC  
Roic Washington LLC  
Rongrant Associates LLC  
Rosedale Bay Investments LLC  
Rowland Ranch Properties LLC  
Roy & Roberta Josepho Trust  
RP 121 LLC

RSS Center LLC  
RW Rad Roseburg LLC  
Rx Brooklyn Owners LLC  
Rx Cambridge Investors LLC  
Rx Compton Investors DBT  
Rx First LLC  
Rx Hermiston Investors LLC  
Ryba Real Estate Inc.  
S & H VA Beach LLC  
S & N Hotel LP  
S & P Investments  
S Davis Real Estate Holding LLC  
S&S Singh Partners  
Saj LLC  
Sakioka Farms  
Santiago Holdings LLC  
Sara & Benny Realty Corp.  
Sarnia Seacoast LLC  
Sather Gate Partners LLC  
Saticoy Plaza LLC  
Schwab Child 2016 Irrevocable Trust  
Schwartz Halfmoon Association  
SDG-Columbiana LLC  
Seaford Commercial 28 LLC  
Second Avenue Ra LLC  
Sendero Retail LLC  
Series IV Channel Island Business  
Serluco, Michael A.  
Service Properties Trust  
Sha Anaheim Investment LLC  
Shadrall New Brunswick LP  
Shaw's Supermarkets Inc.  
Shelanu LLC  
Shopcore Properties  
Shops at Halfmoon LLC, The  
Si 38 LLC  
Sievers, James  
Sievers, Julee  
Silverado Partners LLC  
Simpson-Ferry LLC  
SKBB Investment Corp.  
SKD Construction Co. LLC  
Skyland LLC  
Skyline-Fri 8 LP  
Slack & Winzler Properties  
SLF Properties LLC

Sligo Realty & Service Corp.  
SLO LLC  
SN Investment Properties LLC  
Sopher, Marilyn  
South Bay Properties LLC  
Southern Boulevard Realty LLC  
SP Lakeview LLC  
Spirit Ek Easton PA LLC  
Spirit Ek Vineland NJ LLC  
Spirit Ra Defiance OH LLC  
Spirit Ra Glassport PA LLC  
Spirit Ra Lima OH LLC  
Spirit Ra Plains PA LLC  
Spirit Ra Wauseon OH LLC  
Sps I LLC  
Sps Properties LP  
Sps Realty III LLC  
Sri Aushada LLC  
Sri Ratna III LLC  
Standing, Michael J.  
State College Joint Venture  
State Street Partners LLC  
Stephen Investments Inc.  
Sterling Group Asset Managemtn LLC  
Sterling HP LLC  
Stonebrier Commercial LP  
Stonewood Family Partnership  
Stop & Shop Supermarket Co. LLC, The  
Suburban Park Development Association LLC  
Summerdale Plaza LLC  
Summit Apartments Inc.  
Sun Enterprises LLC  
Sundance Plaza LLC  
Sunquitz SWC LLC  
Surapaneni Fresno Properties LLC  
Suso 4 Gainsborough LP  
SVN Real Estate LLC  
SVSC Holdings LP  
Swartz Creek LLC  
Sweetbay Properties LLC  
Sycamore Street Corner LLC  
Tac Properties LLC  
Taco Aide LLC  
Tandem Equities LLC  
Tanklage Family LP II

Tanklage Family LP II LLC  
Tanklage Family Partnership  
Tanklage, Lynne  
Tanz Holdings LLC  
Tau Atlantic LLC  
Tennington Associates LP  
Tiffin Ra LLC  
Tijsma LLC  
Tinton Falls Associates LLC  
Tolson Investments  
Toni A Dimiceli Revocable Trust  
Town Square Partners LLC  
Trail Investors  
Transpacific Corp.  
Tri Star of Middletown LLC  
Tri W Enterprises Inc.  
Triangle Town Center NW LLC  
Triple Crown Corp. Inc.  
Trisina LLC  
Tri-Star Drexel Hill LP  
Tromble, Rick A.  
Troy Plaza Associates  
Tsang Enterprises LLC  
Tsang, Hubert  
Tsern, John F.  
Tumber, Gurshinder  
Turabdin Realty LLC  
Turner Island Farms  
UB Putnam LLC  
Union Development Co. Ltd.  
Union Real Estate Co.  
Union Square Marketplace  
University Plaza Associates LLC  
University Village LP  
Urstadt Biddle Properties Inc.  
USRP I LLC  
Valley Mall LLC  
Vasu SPE 2 LLC  
Vaughan Village LLC  
Vedres Family Investment Partnership LP  
Venango Street Realty LLC  
Ventimiglia, Giuseppe  
Vereit Real Estate LP  
Verrazano Builders LLC  
Viola's Food Stores Inc.  
Voyage - VA Beach LLC

Wall Realty 1017 - 1020 LLC  
Walro Realty Co.  
Washington Garden I LP  
Washington Restaurant Prop  
Washington Town Center LLC  
Watch Hill Cafe LLC  
Waterford Ra LLC  
Waterville I LLC  
Watt La Verne LLC  
WC Properties (Edens) LLC  
Wec 97K-29 Investment Trust  
Wec 98D-28 LLC  
Wec 98D-30 LLC  
Wec 98G 1 LLC  
Wedgewood No. 9 LP  
West Grove Square Associates LLC  
Westbelt Country Prop Ltd.  
Westchester Plaza Holdings LLC  
Westgate Enterprises LLC  
Westgate Village Retail LLC  
Westside Sedro Woolley LLC  
Whitehall Equities LLC  
Whitehouse Mall LLC  
Wig Properties LLC - LKPV  
Wilderness Maple Valley LLC  
Wilmington Patterson Ltd.  
Wilshire Union Center LP  
Winbrook Management LLC  
Winick Gardens LLC  
Wohl, James P.  
Woodbine Property Association LP  
Woodside Plaza Partners LP  
Woodward Square LLC  
Worchell Trust  
Worthington Real Estate LLC  
Wpc 162nd LLC  
Wri Alliance Riley Venture  
Wri West Gate South LP  
Wri Western Queen Anne LLC  
Xinshijie Investment LLC  
Xyli LLC  
Yelm Partners LLC  
York Street Associate LP  
Ypi Pennsylvania LLC  
Zentmyer Properties II LLC  
Zfp Co. LLC

## **SCHEDULE 1(j)**

### **Litigation Parties**

Andrews, Imari  
Arias Sanguinetti Wang & Torrijos LLP  
Blue Cross Blue Shield Association  
Centene Corp.  
Cobb, County of (GA)  
Durham, County of (NC)  
Figueroa, Luis  
Humana Inc.  
John Hancock Life Insurance Co.  
Kading Briggs LLP  
Levin Papantonio Rafferty  
Mara Law Firm PC  
Montgomery, County of (OH)  
Motley Rice LLC  
Napoli Shkolnik PLLC  
Nassau, County of (NY)  
Sandoval, Elario  
Simmons Hanly Conroy LLP  
Suffolk, County of (NY)  
Wellcare  
West Virginia, State of



## **SCHEDULE 1(k)**

### **Notice of Appearance**

|  |   |
|--|---|
| 1199 Seiu Employer Child Care Fund           | CP Grellas Partnership                  |
| 1199 Seiu Health Care Employees Pension Fund | Culver Tropical Gardens Co. LP          |
| 1199 Seiu League Training & Upgrading Fund   | D&S Paradise Property & Investments LLC |
| 1199 Seiu United Healthcare Workers East     | Dann Law Firm PC, The                   |
| 12 Church Street Associates LLC              | DLA Piper LLP (US)                      |
| 1912-20 Arch Street Associates LP            | Dollar Tree Stores Inc.                 |
| Alston & Bird LLP                            | Duane Morris LLP                        |
| American Greetings Corp.                     | Duquesne Light Co.                      |
| And Wri Western Queen Anne LLC               | Duracell Distributing LLC               |
| Arentfox Schiff LLP                          | Emmet Marvin & Martin LLP               |
| Ballard Spahr LLP                            | Fairview Shopping Center LLC            |
| Bank of New York Mellon Trust Co., The       | Family Dollar Stores LLC                |
| Bayard PA                                    | Federal Realty OP LP                    |
| Bayview Associates                           | Ferryport Wings LLC                     |
| Beiersdorf Inc.                              | FGX International Inc.                  |
| Belkin Burden Goldman LLP                    | Flowers Foods Inc.                      |
| Berkley Insurance Co.                        | FNRP Realty Advisors LLC                |
| Bernstein-Burkley PC                         | Forest Valley Station LLC               |
| Bielli & Klauder LLC                         | Fox Rothschild LLP                      |
| Blank Rome LLP                               | French Transit Ltd.                     |
| Borges & Associates LLC                      | Fundamentals Co. LLC                    |
| Brandpoint                                   | Gateway at Donner Pass LP               |
| Braverman Kaskey Garber PC                   | Goldenberg Group, The                   |
| Brixmor Operating Partnership LP             | Goodwin Procter LLP                     |
| Brown & Connery LLP                          | Greenbaum Rowe Smith & Davis LLP        |
| Brown McGarry Nimeroff LLC                   | Greenberg Traurig LLP                   |
| Brown, Erika                                 | GSK Consumer Healthcare Services Inc.   |
| Brown, Kevin                                 | Hanover Insurance Co., The              |
| BT Abington LLC                              | Harrison Pointe Station LLC             |
| Buchalter PC                                 | Hinckley Allen & Snyder LLP             |
| Capehart & Scatchard PA                      | Hinman Howard & Kattell LLP             |
| Cardinal Health 110 LLC                      | Holland & Hart LLP                      |
| Center Plaza LP                              | Hy-Point Dairy Farms                    |
| Centerpoint Main Street LLC                  | Independence Plaza SC LLC               |
| Certilman Balin Alder & Hyman LLP            | Intercept Interactive Inc.              |
| Chiesa Shahinian & Giantomasi PC             | International Fidelity Insurance Co.    |
| Cohen Weiss & Simon LLP                      | IRE Torresdale LLC                      |
| Commission Junction LLC                      | Irvine Company Revere Works LLC         |
| Computershare Trust Co. NA                   | Jasue LLC                               |
| Conopco Inc.                                 | Jones Day                               |
|  | K Logix LLC                             |
|  | Kamara, Jean                            |

Kaplin Stewart Meloff Reiter & Stein PC  
Kilpatrick Townsend & Stockton LLP  
KK Great Neck 2470 LLC  
Klehr Harrison Harvey Branzburg LLP  
Kurtzman | Steady LLC  
Lamb 79 & 2 Corp.  
Law Offices of Andy Winchell PC  
Leech Tishman Robinson Brog PLLC  
Leo Burnett Co. Inc.  
Leo Burnett USA  
Levin Management Corp.  
Levy Ratner PC  
Lifescan Inc.  
Linda Mar SC LP  
Locke Lord LLP  
Loyal Plaza SC LLC  
Loyal Plaza SC Tic 1 LLC  
Loyal Plaza SC Tic 10 LLC  
Loyal Plaza SC Tic 11 LLC  
Loyal Plaza SC Tic 12 LLC  
Loyal Plaza SC Tic 2 LLC  
Loyal Plaza SC Tic 3 LLC  
Loyal Plaza SC Tic 4 LLC  
Loyal Plaza SC Tic 5 LLC  
Loyal Plaza SC Tic 6 LLC  
Loyal Plaza SC Tic 7 LLC  
Loyal Plaza SC Tic 8 LLC  
Loyal Plaza SC Tic 9 LLC  
Lundy Beldecos & Milby PA  
Mag II Morrell Plaza LP  
Marshack Hays Wood LLP  
Mascot LLC  
Masue LLC  
McElroy Deutsch Mulvaney & Carpenter  
LLP  
McKesson Corp.  
McManimon Scotland & Baumann LLC  
MDB Landmark LLC  
Medimpact Healthcare Systems Inc.  
Menashe Properties  
MF Associates of New York LLC  
MK Capital Partners Gg LLC  
Morgan, Courtney L., Esq.  
Morrow, Benjamin  
Morrow, Kyra  
Nathan Jeffrey LLC

National Realty Corp.  
Nest International Inc.  
New Wappingers Centerpoint LLC  
Niagara Bottling LLC  
Njec Associates LLC  
Norris McLaughlin PA  
Novato Fair Shopping Center LLC  
Offit Kurman PA  
Pan Pacific (Jefferson Square) LLC  
Papyrus-Recycled Greetings Inc.  
Pension Benefit Guaranty Corp.  
Philadelphia, City of (PA)  
Phillips Edison & Co.  
PK II Larwin Square SC LP  
PK II Milwaukie Marketplace LLC  
PMC Property Group Inc.  
Polsinelli PC  
Rad Connellsville LLC  
Ramundo, Clifford J.  
Rancho Penasquitos Towne Center II LP  
RhinoSystems Inc.  
Riker Danzig LLP  
Robert Marin & Celeset De Schulthess  
Marin Family Trust  
Romano Garubo & Argentieri  
Rosenberg & Estis PC  
Rosin, Samuel L., Esq.  
S&D Law  
Salter McGowan Sylvia & Leonard Inc.  
Santiago Holdings II LLC  
Saul Ewing LLP  
Saxton & Stump LLC  
Schenck Price Smith & King LLP  
Selig, Stefan M.  
Seqirus USA Inc.  
Series IV, Channel Island Business Mart of  
the Wolf Family Series LP  
Shapiro Croland Reiser Apfel & Di Iorio  
LLP  
Sidley Austin LLP  
Simon Property Group Inc.  
Sirlin Lesser & Benson PC  
SP Lakeview LLC  
Spirit Realty Capital Inc.  
Starcom Worldwide Inc.  
Stark & Stark PC

State Street Partners LLC  
Stericycle Environmental Solutions Inc.  
Sterling Group Asset Management LLC  
Stradley Ronon Stevens & Young LLP  
Summerdale Plaza Tic 1 LLC  
Summerdale Plaza Tic 2 LLC  
Summerdale Plaza Tic 3 LLC  
Tayman Lane Chaverri LLP  
Thompson & Thompson LLC  
Trainor Fairbrook  
Trust For The Benefit of Catherine M. Levin  
Tucker, Ronald M., Esq.  
United Food & Commercial Workers  
United States, Government of the,  
Department of Justice, Civil Division

United States, Government of the, Office of  
the U.S. Attorney  
Valinoti Specter & Dito LLP  
Walker, Cheron  
Waters, Derek  
Waters, Vanessa  
Weingarten Nostat LLC  
Westerman Ball Ederer Miller Zucker &  
Sharfstein LLP  
Western Union Financial Services Inc.  
Willowbrook Center Partnership  
Wolf Rifkin Shapiro Schulman & Rabkin  
LLP  
Wollmuth Maher & Deutsch LLP  
Womble Bond Dickinson (US) LLP  
Yoko C. Gates Trust

## **SCHEDULE 1(l)**

### **Official Committee of Tort Claimants**

Andrews & Thornton Attorneys at Law, A Law Corp.

Barney, Thompson

Bevan & Associates LPA Inc.

Blankenship, Sandra

Blue Cross Blue Shield Association

Borkowski, Alphonse

Erie County Medical Center Corp.

Halperin Battaglia Benzija LLP

Joseph D. Hall & Associates LLC

Kanner & Whiteley LLC

Masiowski, Michael, MD

Maune Raichle Hartley French & Mudd LLC

Parsons, Andrew

Paul S. Rothstein PA, Law Offices of

Pfalzgraf, Rupp

Pforr, Karen

Rawlings & Associates PLLC

Valega, Rita

Zailo, Nancy

## **SCHEDULE 1(m)**

### **Ordinary Course Professionals**

Altman Blitstein & Wayne  
Analysis Group Inc.  
Andersen Tax  
Anderson Crawley & Burke PLLC  
Ankura Consulting Group LLC  
Appriss Health Holdings Inc.  
Baker Hostetler LLP  
Baker Tilly  
Baraban & Teske  
Barnes & Thornburg LLP  
Barnwell Whaley Patterson & Helms LLC  
Batten Lee PLLC  
Boyle Shaughnessy & Campo PC  
Brenner Saltzman & Wallman LLP  
Bybel Rutledge LLP  
Capitol Counsel LLC  
Carlin Edwards Brown PLLC  
CBIZ Risk & Advisory Services LLC  
Center City Legal Reproductions Inc.  
Chartwell Law Offices LLP  
Chase Law Group PC  
Chock Barhoum LLP  
Cipriani & Werner PC  
Clark Hill PLC  
Conway Stoughton LLC  
Cozen O'Connor  
Crowe & Dunlevy  
Davis Polk & Wardwell LLP  
Davis Wright Tremaine LLP  
Diepenbrock & Cotter LLP  
Donnelly & Associates PC  
Dorf Nelson & Zauderer LLP  
Dummit Buchholz & Trapp  
Epstein Becker & Green PC  
Ethico BV  
Faegre Drinker Biddle & Reath LLP  
Foley & Lardner LLP  
Fraud Fighters Inc.  
Freeman Mathis & Gary LLP  
Galloway Johnson Tompkins Burr & Smith  
A plc  
Garubba, Alan P.

Genova Burns LLC  
Genpact UK Ltd.  
Goldberg Segalla LLP  
Goldwasser & Chan LLP  
Golkow Litigation Services LLC  
Grimm Vranjes & Greer LLP  
Hangley Aronchick Segal Pudlin & Schiller  
Hanna Brophy Maclean McAleer & Jensen  
LLP  
Holland & Knight LLP  
Houlihan Lokey  
Hunton Andrews Kurth LLP  
IQVIA Ltd.  
J&H Marsh & McLennan Inc.  
Jackson Lewis LLP  
Joseph Greenwald & Laake PA  
Kalbaugh Pfund & Messersmith PC  
Kaufman Borgeest & Ryan LLP  
Klein Hockel Iezza & Patel PC  
Kulick Law LLC  
Lagasse Branch Bell & Kinkead LLP  
Language Line Services Inc.  
Language Scientific Inc.  
Law Office of Wayne C. Arnold  
Law Offices of Drew D. Helms  
Leake Anderson & Mann LLP  
Lee, Agnes S.  
Legal Bill Review Inc.  
Lewis Gianola PLLC  
LexisNexis  
M3 Consulting Inc.  
Macro-Pro Inc.  
Magna Legal Services LLC  
Manko Gold Katcher & Fox LLP  
McCandlish Holton PC  
McKool Smith  
McManus Law PLLC  
Milliman Inc.  
Morgan Lewis & Bockius LLP  
Murphy Sanchez PLLC  
Murtha Cullina LLP  
MWW Group LLC

Navex Inc.  
Norton Rose Fulbright US LLP  
Ogletree Deakins Nash Smoak & Stewart  
PC  
Park Strategies LLC  
Parr Brown Gee & Loveless PC  
Petrucelli Martin & Haddow LLP  
PricewaterhouseCoopers LLP  
Raven & Kolbe LLP  
RSM US LLP  
Seward Square Group LLC  
Silvester & Kappes  
Skadden, Arps, Slate, Meagher & Flom LLP  
Smith Sovik Kendrick & Sugnet PC  
Sobel Pevzner LLC  
Stone Crosby PC  
Sturgill Turner Barker Moloney PLLC  
ThinkLP  
Thomas Ayoob III & Associates LLC  
Tiffany & Bosco PA  
Troutman Pepper Hamilton Sanders LLP  
Tucker Ellis LLP  
Vaughan Baio & Partners LLC  
Ventiv Technology Inc.  
Veritext LLC  
Vorys Sater Seymour & Pease  
Walker Murphy & Nelson LLP  
Watkins & Eager PLLC  
Wyatt Tarrant & Combs LLP  
Zimmer Kunz PLLC

**SCHEDULE 1(n)**

**Potential Participants in Sales Process**

[Confidential]

**SCHEDULE 1(o)**

**Significant Competitors**

CVS Health Corp.  
Target Corp.  
Walmart Inc.



## SCHEDULE 1(p)

### Surety & Letters of Credit

|   |  |
|---|--|
| 3 Phases Renewables Inc.  | Kentucky, Commonwealth of, Perry Circuit Court   |
| 5400 Perry Drive LLC  | Lancaster 1773 MZL LLC   |
| 601 Chelsea Owner LLC   | Long Island Lighting Co.   |
| 7245 Henry Clay LLC   | Louisiana, State of  |
| Ace American Insurance Co.  | Maryland, State of, Board of Pharmacy  |
| Allegheny, County of (PA), Department of Public Works                         | Maryland, State of, People of the State  |
| Altmaier, David   | Mckinsey & Co. Inc.  |
| American Guarantee & Liability Insurance Co.                                  | Metropolitan Transportation Authority  |
| American International Group Inc.   | Mitchell Insurance Inc.  |
| Applied Risk Services Inc.  | Nashville Electric Service   |
| Arizona, State of   | Nevada, State of   |
| Arizona, State of, Board of Pharmacy  | New Hampshire, State of  |
| Arkansas, State of, Insurance Commissioner                                    | New Mexico, State of   |
| Arrowood Indemnity Co.  | New York, State of   |
| Athens-Clarke, County of (GA), Unified Government of                          | New York, State of, People of the State  |
| Baltimore Gas & Electric Co.  | North Dakota, State of, Department of Insurance  |
| Bank of America   | Ohio State Lottery Commission, The   |
| Berkley Insurance Co.   | Ohio, State of   |
| Billings Public Schools   | Oklahoma, State of   |
| California, State of  | Oregon, State of   |
| California, State of, Board of Pharmacy                                       | Oregon, State of, Board of Pharmacy  |
| California, State of, Department of Industrial Relations Self-Insurance Plans | Pacific Gas & Electric Co.   |
| Centers For Medicare & Medicaid Services                                      | Peco Energy Co.  |
| Centers For Medicare & Medicaid Services                                      | Pennsylvania, Commonwealth of  |
| National Supplier Clearinghouse   | Pennsylvania, Commonwealth of, Department of Transportation  |
| Champion Energy Services LLC  | Portland General Electric Co.  |
| Chubb Global Casualty   | RLI Group  |
| Connecticut Lottery Corp.   | San Diego Gas & Electric Co.   |
| Connecticut, State of   | South Carolina, State of   |
| Consolidated Edison Company of New York Inc.                                  | South Carolina, State of, Department of Consumer Affairs   |
| Constellation NewEnergy Inc.  | South Dakota, State of   |
| Delmarva Power & Light Co.  | Southern California Edison Co.   |
| Georgia, State of   | Texas, State of, Department of Insurance   |
| IAT Insurance Group Inc.  | Travelers Indemnity Co.  |
| Illinois, State of, People of the State                                       | United States Postal Service   |
| Iowa, State of  | United States, Government of the, Department of Homeland Security, Bureau of Customs & Border Protection |
| Kansas, State of  | Utah, State of   |
| Kansas, State of, Attorney General  |  |

Virginia Dominion Power  
W.R. Berkley Group  
Washington, State of  
Wells Fargo Bank  
West Penn Power  
West Virginia, State of  
Wisconsin, State of, Commissioner of Insurance  
Woodland 1774 MZL LLC  
Zurich American Insurance Co.

## **SCHEDULE 1(q)**

### **Taxing Authorities & Governmental Agencies**

Federal Trade Commission

U.S. Consumer Product Safety Commission

United States, Government of the, Department of Health & Human Services, Food & Drug  
Administration

United States, Government of the, Department of Justice, Drug Enforcement Administration

## **SCHEDULE 1(r)**

### **Top 50 Creditors**

Bright Health Plans  
CVS Health Corp.  
Gallagher Pharmacy Alliance  
Humana Health Plan Inc.  
Schmuckley, Lloyd F., Jr.  
US Bank Trust Co. NA  
Virginia Premier Healthplans

## **SCHEDULE 1(s)**

### **U.S. Trustee Office**

Alfaro, Adela  
Ardelean, Kirsten K.  
Arendas, Francyne D.  
Artis, Michael  
Bielskie, Lauren  
D'Auria, Peter J.  
Gerardi, David  
Green, Tia  
Hildebrandt, Martha  
Kern, Joseph C.  
Kropiewnicki, Daniel C.  
McGee, Maggie  
Nikolinos, Alexandria  
Oppelt, Tina L.  
Ortiz-Ng, Angeliza  
Schneider, Robert J. Jr.  
Shaarawy, Adam  
Sponder, Jeffrey  
Steele, Fran B.  
Stives, James  
Ziemer, William J.

**SCHEDULE 1(t)**

**UCC Members**

Benderson Development Co. LLC  
Computersharetrust Co. NA  
Humana Health Plan Inc.  
McKesson Corp.  
Mcs Advantage Inc.  
Pension Benefit Guaranty Corp.  
Realty Income Corp.  
United Food & Commercial Workers International Union

## **SCHEDULE 1(u)**

### **Unions**

IBT Local 614  
IBT Local 63  
IBT Local 630  
IIWU Local 26  
IUOE Local 501  
SEIU 1199  
UFCW Local 1059  
UFCW Local 1167  
UFCW Local 135  
UFCW Local 1428  
UFCW Local 1442  
UFCW Local 1776  
UFCW Local 21  
UFCW Local 324  
UFCW Local 360  
UFCW Local 5  
UFCW Local 75  
UFCW Local 770  
UFCW Local 8  
UFCW Local 8 Golden State  
UFCW Local 876  
UFCW Local 880  
UFCW Local 951

## SCHEDULE 1(v)

### Utilities

|   |  |
|---|--|
| 3 Phases Renewables                                       | Portland General Electric Co.            |
| AES Ohio  | PPL Electric Utilities                   |
| American Electric Power Co.                               | PSEG Long Island                         |
| Amerigas  | Public Service Electric & Gas Co.        |
| AT&T Inc.   | Puget Sound Energy                       |
| Atlantic City Electric                                    | Riverside Public Utilities California    |
| Avista Utilities  | Rocky Mountain Power                     |
| Baltimore Gas & Electric Co.                              | Sacramento Municipal Utility District    |
| Centurylink   | Seattle, City of (WA), Light             |
| Champion Energy   | Snohomish County Public Utility District |
| Charter Communications                                    | Southern California Edison Co.           |
| Columbia Gas  | Southern California Gas Co.              |
| Consolidated Edison Inc.                                  | Tacoma, City of (WA), Public Utilities   |
| Constellation NewEnergy Inc.                              | Toledo Edison Co.                        |
| Consumers Energy  | UGI Energy Services LLC                  |
| Delmarva Power & Light Co.                                | UGI Utilities Inc.                       |
| Dominion Energy   | United Illuminating Co.                  |
| DTE Energy Co.  | Waste Management Inc.                    |
| Engie Power & Gas LLC                                     | West Penn Power                          |
| Engie Resources   |  |
| Eversource Energy   |  |
| Expedient Holdings USA LLC                                |  |
| Idaho Power   |  |
| Illuminating Co., The                                     |  |
| Imperial Irrigation District California                   |  |
| Jersey Central Power & Light                              |  |
| Level 3 Communications LLC                                |  |
| Liberty Energy Utilities New Hampshire Corp.              |  |
| Los Angeles, City of (CA), Department of<br>Water & Power |  |
| Metropolitan Edison Co.                                   |  |
| National Grid plc   |  |
| New York State Electric & Gas Corp.                       |  |
| NW Natural  |  |
| Ohio Edison Co.   |  |
| Pacific Gas & Electric Co.                                |  |
| Pasadena Water & Power                                    |  |
| PECO  |  |
| Penn Power  |  |
| Pennsylvania American Water Co.                           |  |
| Pennsylvania Electric Co.                                 |  |
| Philadelphia, City of (PA), Water Revenue                 |  |



## SCHEDULE 1(w)

### Vendors

|  |   |
|--|---|
| 1010data Services LLC                    | AmWINS                                  |
| 1093 Group LLC                           | Analysis Group Inc.                     |
| 29555 SW Ferry Road Co. LLC              | Andover Cos.                            |
| 340B Holdings LLC                        | Anheuser Busch Sales of Central LA      |
| 340Basics                                | Anheuser-Busch                          |
| 3M                                       | AnovoRx Group LLC                       |
| 4628 Group Inc.                          | Apothecary Products LLC                 |
| 71-14 Austin LLC                         | Apthorp Pharmacy                        |
| 9274 Group Inc.                          | Arctic Glacier USA Inc.                 |
| Abarta Coca-Cola Beverages LLC           | Arete Pharmacy Network LLC              |
| Abbott Labs                              | Arizona Beverages USA LLC               |
| Abbott Nutrition                         | Armstrong Pharmaceuticals Inc.          |
| Abbott Rapid Dx North America            | Ascent Consumer Products Inc.           |
| AbbVie Inc.                              | ASO Corp.                               |
| Absolute Pharmacy Inc.                   | Astiva Health Inc.                      |
| Academy Fire Protection                  | Aurobindo Pharma USA Inc.               |
| Accredo Health Group Inc.                | Avalon Integration Inc.                 |
| ACON Laboratories                        | Avella Specialty Pharmacy Inc.          |
| Adobe Inc.                               | Avis Budget Group Inc.                  |
| ADT Commercial LLC                       | Avita Drugs LLC                         |
| Advance Beverage Co.                     | Axium Healthcare Puerto Rico            |
| AEP                                      | Balden Towne Plaza LP                   |
| Agency Within LLC                        | Balzac Properties II                    |
| Ahold USA Pharmacy                       | Barcel USA                              |
| AIDS Healthcare Foundation               | Base4 Ventures LLC                      |
| AJM Packaging P/U                        | Bausch & Lomb Americas Inc.             |
| Albertsons                               | Bayer Healthcare LLC                    |
| Alcon Laboratories Inc.                  | Beeline Import & Services LLC           |
| Alivia Specialty Pharmacy                | Beiersdorf Inc.                         |
| Allergan Optical                         | Berry Global                            |
| Allstar Products Group LLC               | Beverage Works New York, The            |
| Alterwood Advantage                      | BI Worldwide                            |
| Amber Specialty Pharmacy                 | BIC Corp.                               |
| Ambulatory Care Pharmacy                 | Big Geyser Inc.                         |
| American Greetings Corp.                 | BILH Specialty Pharmacy                 |
| American Health Management Services Inc. | Bimbo Foods Inc.                        |
| American International Industries        | Biologics By McKesson                   |
| American Licorice Co.                    | BioPlus Specialty Pharmacy Services LLC |
| American Maritime Officers Medical Plan  | Bio-Reference Laboratories Inc.         |
| American News Co.                        | BioRx LLC                               |
| AmerisourceBergen                        | Blessing Hospital                       |
| AmPharm LLC                              | Bloem LLC                               |

Bloom Roofing Systems Inc.  
Blue Buffalo Co. Ltd.  
BlueSoho  
BMC Software Inc.  
Boiron SA  
Boston Accountable Care Organization  
Boston Medical Center  
Brinks Inc.  
Broadpath LLC  
C.R. England Inc.  
Caldara & Sons Contracting Inc.  
California Dairies Inc.  
California, State of, Employment Development  
Department  
Campbell Sales Co.  
Candle-Lite Co. LLC  
CaptureRx  
Cardinal Health 110 Inc.  
Cardlytics Inc.  
Care N' Care Insurance Co. Inc.  
Career Start LLC  
Careerstaff Unlimited Inc.  
Caremark LLC  
Carewisc.org  
Carroll Independent Fuel Co. Inc.  
Carter Intralogistics  
Cascade Wholesale Hardware Inc.  
Cashco Distributors Inc.  
Cass Information Systems Inc.  
Catalina Marketing Corp.  
Catholic Health Services Inc.  
Catholic Health Services of Long Island Inc.  
CCBCC Operations LLC  
CDW Direct LLC  
Celsius Holdings Inc.  
Centor Inc.  
Change Healthcare Inc.  
Chartwell Pennsylvania LP  
Chattem Inc.  
Checkpoint Systems Inc.  
Church & Dwight Co. Inc.  
Classic Jerky Co., The  
Clorox Co., The  
Clorox Sales Co., The  
Clover Farms Dairy Co.  
Coca-Cola Co., The

CoHo Distributing LLC  
Colgate-Palmolive Co.  
Comanche County Hospital Authority  
Combe Inc.  
Commercial Traffic Co., The  
Community Healthcare System Inc.  
Compass Health Brands Corp.  
ConAgra Snack Foods Group  
Conair Corp.  
Concentric Health Alliance Inc.  
Conception Pharmacy LLC  
Conduent Human Resources Services LLC  
Connecticut, State of, Commissioner of  
Revenue Services  
Conopco Inc.  
Consolidated Solutions Inc.  
Continental American Insurance Co.  
Coolsys Light Commercial Solutions  
Core BTS Inc.  
Core Mark  
Costco Pharmacies  
Cotiviti Inc.  
Coty Beauty  
Cox Health  
CPUS 601 Chelsea Road LP  
Craig Electronics Inc.  
Create A Treat Ltd.  
Crest Beverage LLC  
CrossCom National LLC  
CSL Seqirus  
Cushman & Wakefield plc  
CVS Procare Pharmacy Inc.  
D. Thomas & Associates Inc.  
Daktronics Inc.  
Danville, City of (IL)  
Dartmouth-Hitchcock Pharmacy  
Dave's Construction Service Inc.  
Deaconess Health System Inc.  
Delaware, State of  
Delaware, State of, Division of Revenue  
Deloitte & Touche LLP  
Delta Dental of Pennsylvania  
Dematic Corp.  
Diebold Nixdorf Inc.  
Direct Beauty LLC  
Discount Drug Mart Inc.

Divisions Inc.  
Donaghy Sales Inc.  
DoorDash Inc.  
Dora's Naturals Inc.  
Double H Plastics Inc.  
Dove Contracting Inc.  
Dr. Pepper/Seven Up Inc.  
Dr. Reddy's Laboratories Inc.  
Drylock Technologies Ltd.  
Duke Realty LP  
Dunnhumby Inc.  
Duracell Distributing Inc.  
E. Mishan & Sons  
E.L.F. Cosmetics Inc.  
East Bay Drayage Drivers Security Fund  
Echostar Corp.  
Eclipse Advantage LLC  
Edgewell Personal Care Brands LLC  
Edgewell Personal Care Co.  
Eillien's Candies Inc.  
Elder Care Pharmacy Inc.  
Element Fleet Corp.  
Elizabeth Arden Inc.  
Ellume USA LLC  
Emerson Healthcare LLC  
Employee Painters Trust  
Emson  
Encompass RX  
Energizer Personal Care LLC  
ENGIE Impact  
ENGIE Insight Services Inc.  
Envision Insurance Co.  
Epic Pharmacy Network Inc.  
Epic Pharmacy PLLC  
Equity Residential Management LLC  
Ernst & Young LLP  
Essendant Co.  
Essentia Water  
Eversana Life Science Services LLC  
Exact Care Pharmacy LLC  
Excell Marketing LC  
Experian plc  
Express Scripts Specialty Distribution Services  
F&F Construction Inc.  
Facebook Inc.  
FacilitySource Inc.

Farmacia del Carmen  
Farmacia del Pueblo  
Farmacia Marie  
Farmacia Marisel  
Farmacia Nueva  
Farmacia San Antonio  
Farmacia San Luis  
Farmacia San Rafael  
Farmacias Plaza  
Ferrara Candy Co.  
Ferrara Pan Candy  
Ferrellgas LP  
Ferrero USA Inc.  
Fertility Pharmacy of America  
FGX International  
Fiji Water Co. LLC  
Fintech Alcohol  
First Advantage Background Services  
First Quality Consumer Products  
First Symetra National Life Insurance Co. of  
New York  
Flipp Corp.  
FLP LLC  
Forrest General Hospital  
Forum Extended Care Services Inc. II  
Forvis LLP  
Foundation Consumer Healthcare  
Four B Corp.  
Frankford Candy & Chocolate Co.  
Frank-Lin Distillers Products  
Fred Hutchinson Cancer Center South Lake  
Union  
Fresenius Medical Care  
Fresenius Medical Care Pharmacy Services Inc.  
Fresno Unified School District (CA)  
Frito-Lay Inc.  
FUJIFILM North America Corp.  
Galderma Laboratories LP  
Gallo Sales Co.  
Garda CL West Inc.  
Geisinger Specialty Pharmacy  
General Foods Corp.  
General Mills Inc.  
Genoa Healthcare Co. LLC  
Genoa Healthcare LLC  
Genzyme Corp. Inc.

Geri-Care Pharmaceuticals Corp.  
Gerresheimer AG  
Ghirardelli Chocolate Co.  
Giant Eagle Inc.  
GlaxoSmithKline  
GMS Benefits  
GNC Brand  
Golden Grove Trading Inc.  
GoodRx Inc.  
Google Inc.  
Gracious Living Corp.  
Great Lakes Coca Cola  
Greenville Hospital System  
Greenwood Brands LLC  
Guam SDA Clinic Pharmacy  
Guidepoint LLC  
Halfon Candy Co. Inc.  
Hannaford Bros. Co. Inc.  
Harbor Distributing LLC  
Haribo of America Inc.  
Havas Worldwide New York Inc.  
HCL America Inc.  
HCL Tech Corp. Services Ltd.  
HealthTeam Advantage  
HEB Grocery Co. LP  
Hecny Group  
Hecny Transportation  
Heimark Distributing Co.  
Henkel Corp.  
Herjavec Group Corp., The  
Herr Foods Inc.  
Hershey Chocolate  
Hexaware Technologies Inc.  
HFC Prestige International US LLC  
High Ridge Brands Co.  
Highmark Pennsylvania  
Hitachi Vantara LLC  
Hollywood III Construction Inc.  
HoMedics  
Honest Co. Inc., The  
Honsha Inc.  
Hormel Foods Corp.  
Hudson RPM Distributors LLC  
Hughes Network Systems Inc.  
Hyland's Inc.  
Ibew Local 351

Iconex LLC  
Iconcontrol Systems USA LLC  
Idaho, State of, State Tax Commission  
IdeaVillage Products Corp.  
Igloo Corp.  
I-Health  
Imagine 360  
Imperial Health Plan  
InComm  
Infinium Pharmacy  
Infosys Ltd.  
Inmar Rx Solutions Inc.  
Insight Direct USA Inc.  
Instacart  
Integrated Image Inc.  
Integrity Rx Specialty Pharmacy LLC  
Inteplast Group Ltd.  
International Business Machines Corp.  
International Wholesale  
Intrust Financial Corp.  
Iovate Health Sciences International Inc.  
Iron Mountain Inc.  
Ironworkers Intermountain Health & Welfare Fund  
Irvine Co.  
Irving Consumer Products Inc.  
Irwin Naturals  
Jack & Jill Ice Cream  
Jack & Roberta Bernbaum Trust  
JB Hunt Transport  
JB Poindexter & Co. Inc.  
JE Dunn Construction  
John B Sanfilippo & Son Inc.  
Johnson & Johnson Consumer Inc.  
Johnson, County of (KS)  
Jones Lang Lasalle Americas Inc.  
Just Born Inc.  
Kamin Realty  
Kao USA Inc.  
Kayser-Roth Corp.  
KAZ Inc.  
Kehe Distributors LLC  
Kellogg Co.  
Kellogg Snacks  
Khasigian Properties LP  
Kimberly Clark Corp.

Kind Healthy Snacks  
King's Pharmacy LLC  
Kinney Drugs Inc.  
Kiss Products Inc.  
Kmart Corp.  
Knapheide Manufacturing Co., The  
Kokie Cosmetics Inc.  
Korn Ferry (US)  
Kraft Foods Group Inc.  
Kroger Co., The  
K-VA-T Food Stores Inc.  
L&R Distributors Inc.  
L. Perrigo Co. Inc.  
Labor Alliance Managed Trust  
Laborers' District Council Of Ohio  
Lafourche Parish School Board Inc.  
Landsberg Orora  
Lasko Metal Products  
Lawrence Memorial Hospital  
Legacy Group Enterprises Inc.  
Leggett & Platt Inc.  
Leo Burnett Co. Inc.  
LePage's Inc.  
LexisNexis Risk Solutions Inc.  
Liberty Coca-Cola Beverages LLC  
Liberty Medical Inc.  
LifeScan Inc.  
LifeTree Pharmacy  
Lindt & Spruengli Inc.  
Link Snacks Inc.  
Living Essentials  
LNK International Inc.  
LogicSource Inc.  
Longs Drug Stores Corp.  
L'Oreal Paris  
L'Oreal, Active Cosmetics Division  
Los Angeles, County of (CA), Tax Collector  
Lucas, County of (OH), Treasurer  
Ludwick, Charles Alvin  
Lynnfield Compounding Center Inc.  
M&M Mars Associates  
Mac Rx LLC  
Mandell's Pharmacy  
Manhattan Associates Inc.  
Manhattan Beer Distributors LLC  
Marc Anthony Cosmetics Ltd.

Markstein Beverage Co. Inc.  
Markwins Beauty Products Inc.  
Marsh USA Inc.  
Maruyasu, Curtis  
Maryland, State of, Comptroller  
Maryland, State of, Office of the Comptroller  
Massachusetts Medicaid  
Mattel Toys  
Matthews International Corp.  
Maxor Specialty Pharmacy  
MaxorPlus Ltd.  
Mayer Bros. Apple Products Inc.  
MC Sign Co. Inc.  
McKesson Drug Co.  
McKesson High Volume Solutions  
McKesson Specialty  
McKinsey & Co. Inc.  
MCS Advantage Inc.  
MDR Encino Pharmacy  
MDR Westwood Center Pharmacy  
Mead Johnson  
Medical Card System  
Medical Security Card Co.  
Medicine Shoppe Pharmacy, The  
Medicine Shoppe, The  
MediSense  
Medline Industries Inc.  
Medplus - A Plus Pharmacy  
MedRx Pharmacy  
MedTech Labs  
Meijer Pharmacy Receivables  
Mercy Health Accountable Care Organization  
Method Products Inc.  
Metro Drug  
Metro One LPSG Inc.  
Michigan, State of, Department of Treasury  
Microlife USA Inc.  
Microsoft Corp.  
Middletown City School District (NY)  
Midway Importing Inc.  
Missouri State University  
MJ Morgan Group  
MK-Menlo Property Owner LLC  
MOJO PSG US LLC  
Mo-Kan Sheet Metal Workers  
Mondelez Global LLC

Moody's Investors Service  
Morgan Lewis & Bockius LLP  
Mu Sigma Business Solutions  
Murfreesboro, City of (TN)  
MUSC Hollings Cancer Center Pharmacy  
MWW Group LLC  
My Choice Wisconsin  
Naples Processing Services  
National Janitorial Solutions  
National Pharmacy of Mississippi  
Natrol LLC  
Nature Made - Pharmavite  
Nature's Bounty Inc.  
NeilMed Pharmaceuticals Inc.  
Neo G USA Inc  
Nestle Purina Petcare Co.  
Nestle USA Inc.  
Nestle Waters North America  
Nestles Food  
NetJets Aviation Inc.  
New Albertson's Inc.  
New Jersey, State of, Division Of Revenue  
New Jersey, State of, Sales Tax  
New London, County of (CT)  
New Mexico Medical Insurance Pool  
New York, City of (NY), Department of Finance  
New York, State of, Department of Finance  
New York, State of, Employment Taxes  
New York, State of, Sales Tax  
New York, State of, Tax Department  
NewEra Pharmacy  
Newport News Public Schools  
Nextech NE LLC  
Nexus Group Publications  
NFBY Business Trust  
Niagara Bottling LLC  
Noble Health Services Inc.  
North Kansas City Hospital  
Northern California Pharmacists Clerks  
Northwest Ironworkers Trust Funds  
Northwest Sheet Metal Workers  
NRS Brands  
Nutrabolt  
Oberto Sausage Co.  
Ocean Spray Cranberries Inc.

OCU Health & Welfare Trust  
Ohio State University Outpatient Pharmacy, The  
Ohio, State of (OH), Treasurer  
Ohio, State of, Bureau of Workers' Compensation  
Ohio, State of, Department of Taxation  
Oliver Wyman Inc.  
Olly Public Benefit Corp.  
Omnicare Inc.  
Omron Healthcare Inc.  
On Target Maintenance Inc.  
Onco360  
Oncology Pharmacy Services Inc.  
Ontel Products Corp.  
Opex Corp.  
Optime Care Inc.  
Option Care Inc.  
Optum Pharmacy 701 LLC  
Optum Pharmacy 702 LLC  
Optum Pharmacy 705 LLC  
Optum Pharmacy 707 Inc.  
Oregon, State of, Department of Revenue  
Original Gourmet Food Co. LLC  
Orsini Pharmaceutical Services LLC  
Overland Supply Inc.  
OW Logistics Pte. Ltd.  
Owl Specialty Pharmacy  
Pacific Beverage Co. 61116  
Pacific World Corp.  
Pacific/Costanzo-Lewis GP  
Panos Properties LLC  
Pantherx Specialty Pharmacy  
Papyrus-Recycled Greetings Inc.  
Paramount Farms Inc.  
Parfums De Coeur Ltd.  
Peach State Roofing Inc.  
Pennsylvania, Commonwealth of, Department of Revenue  
Pennsylvania, Commonwealth of, Unemployment Compensation Fund  
Pepperidge Farm Inc.  
Pepsi-Cola Co.  
Perfetti Van Melle USA Inc.  
Perrigo Co. plc  
Pharma Force Group LLC  
Pharmacy Care USA of Addison LLC

Pharmacy Providers of Oklahoma Inc.  
PharMerica Corp.  
PharmScript of IL LLC  
PharmScript of IN LLC  
PharmScript of MD LLC  
PharmScript of OH LLC  
Philadelphia Sign Co. LLC  
Philadelphia, City of (PA)  
Philips Consumer Lifestyle BV  
Phoenix Benefits Management LLC  
Phoenix, City of (AZ)  
Physicians Formula Inc.  
Piping Rock Health Products  
PL Developments  
Plumbers & Steamfitters Local 400  
Post Consumer Brands LLC  
Powerhouse Retail Services LLC  
Premier Brands of America Inc.  
Premier Nutrition Co.  
Premier Pharmacy Care LLC  
Premier Pharmacy Services Inc.  
Prestige Brands Inc.  
PricewaterhouseCoopers LLP  
Priority Inc.  
Prisma Health  
Procter & Gamble Co., The  
Pro's Choice Beauty Care Inc.  
Prosperity Pharmacy Medical Center Inc.  
Protiviti Inc.  
Protos Security  
Provider Partners Health Plan Inc.  
Provider Pay  
Prudential Insurance, The  
PSC Group LLC  
Puget Sound Electrical Workers Trust  
PureRED  
Pwnhealth LLC  
QR Pharmacy, The  
Quad  
Quad/Graphics Inc.  
Quaker Oats  
Qualitas Manufacturing Inc.  
Quality Pharmacy Inc.  
Qualtrics LLC  
Quincy Bioscience LLC  
Quten Research Institute LLC

R.R. Donnelley & Sons Co.  
Raleys Third Party Accounts Receivable  
Raritan Pharmaceuticals Inc.  
Raw Sugar LLC  
RB Health US LLC  
RC Maintenance Holdings Inc.  
Readerlink Distribution Services LLC  
Realty Income Corp.  
Realty Income PA Properties  
Realty Income Properties 28 LLC  
Reckitt Benckiser Group plc  
Red Bull Distributing Co. Inc.  
RelayHealth Corp.  
Remedi Seniorcare Holding Corp.  
Rentokil Pest Control Ltd.  
Ressac Inc.  
Reta Trust, The  
Retail Logistics Excellence  
Retractable Technologies Inc.  
Return Management Services Inc.  
Revlon Beauty Care  
Reyes Coca-Cola Bottling LLC  
Reyes Holdings LLC  
RhinoSystems Inc.  
Ricola AG  
Rightpoint Consulting LLC  
Rite Aid Foundation Kidcents  
Riverside, County of (CA), Tax Collector  
Rocon Building Interiors  
ROIC California LLC  
Royal Wine Corp.  
RSF Pharmacy Inc.  
Russell Stover Chocolates LLC  
RxStrategies Inc.  
Ryder Integrated Logistics  
Ryder System Inc.  
Ryder Transportation Services  
S.C. Johnson & Son Inc.  
Safeway Inc.  
Sams East & West  
San Antonio Winery Inc.  
San Diego, County of (CA), Tax Collector  
San Juan Regional Medical Center Inc.  
SandsRx LLC  
Sanford LP  
Sanofi-Aventis US LLC

Santa Clara Valley Health & Hospital  
SAP America Inc.  
Sarris Candies Inc.  
Save Mart Supermarkets  
School District of Manatee County (FL), The  
School District of Springfield R-12 (MO), The  
Schraft's 2.0 LLC  
Scopes Facility Services LLC  
ScriptDash Inc.  
ScriptDrop Inc.  
ScriptPro USA Inc.  
Sea Island  
Seattle, City of (WA), Columbia District  
Security Source  
Senderra Rx Pharmacy  
Senior Solutions Pharmacy  
Sentry Data Systems Inc.  
Seqirus USA Inc.  
ServiceChannel.com Inc.  
Seven Up Co.  
Seven Up RC Bottling Co.  
Sharps Compliance Inc.  
Sheet Metal Workers' Local 100 Health Fund  
Sheet Metal Workers' Local 17  
Sheralven Enterprises Ltd.  
Shred-It USA LLC  
SignArt  
Signature Healthcare Corp.  
Simon's Discount Pharmacy  
Simply Good Foods USA Inc.  
Sinch Interconnect LLC  
SingleCare Services LLC  
Skadden, Arps, Slate, Meagher & Flom LLP  
Skilled Nursing Pharmacy  
SkullCandy Inc.  
Smucker Retail Foods Inc.  
Snapple Distributors Inc.  
SodaStream  
Sound Health & Wellness  
South Miami Pharmacy  
Southcoast Health Network  
Southern California Drug  
Southern California Drug Benefit Fnd  
Southern California Drug Pension Fund  
Southern Glazer's CA  
Southwire Co. LLC

Spangler Candy Co.  
SpartanNash Co.  
Special Care Pharmacy Services LLC  
Specialty Rx Inc.  
Springbrook Farms Inc.  
Springfield, City of (IL)  
Springfield, City of (MO)  
Springwise Facility Management  
SPS Specialty Pharmacy Services Inc.  
Sri Aushada LLC  
Staffmark Investment LLC  
Stanley Access Technologies  
Staples Inc.  
Staples Technology Solutions  
Starcom Worldwide Inc.  
Stealth International Inc.  
Storck USA LP  
Straub Distributing Co.  
Structure Tone LLC  
Sun Bum LLC  
Sunbelt Rentals Inc.  
Sunstar Americas Inc.  
Superior Nut & Candy Co. Inc.  
Supreme Distribution  
SwedishAmerican Health Systems Corp.  
Sweetener Products Co.  
Swire Coca-Cola USA  
Swire Pacific Holdings Inc.  
Synchrony Columbus Pharmacy  
Takecare Insurance Co.  
Tarrytown Expocare LLC  
Tasty Baking Co.  
Tata Consultancy Services Ltd.  
Team One Repair Inc.  
Teamsters Local 14  
Teamsters Local 986  
Technology Recovery Group Ltd.  
Time Cap Laboratories Inc.  
Tootsie Roll  
Topeka, City of (KS)  
Total Quality Logistics LLC  
Total Support Facilities Maintenance  
Toyotetsu America Inc.  
Trace3 LLC  
Transplant Genomics Inc.  
Travel Leaders LLC



Travelers Indemnity Co.  
Trinity Manufacturing LLC  
Try-It Distribution Co. Inc.  
Turner's Dairy Farms Inc.  
Ty Inc.  
U.S. Cotton-Private Label  
UC Health Pharmacy  
UC San Diego Medical Center Retail Pharmacy  
UFCW Local 1529  
UFCW Norcal  
Ultra Standard Distributors Inc.  
Unfi  
Unilever  
Unilever HPC USA  
Unilever plc  
Union Hospital  
United States, Government of the, Internal Revenue Service  
University Health Care System  
University Hospitals Home Care Services  
US Ecology Livonia Inc.  
UTZ Quality Foods LLC  
UVM Medical Center Outpatient Pharmacy  
UW Health  
Valassis Direct Mail Inc.  
Valeant Pharmaceuticals  
Valley Health System  
Valley Medical Center  
Valley Wide Beverage Co. Inc.  
Vaxserve Inc.  
VCU Health System ACC Pharmacy  
Vector Security Inc.  
Venture International Inc.  
Vereit Real Estate LP  
Veridian Healthcare LLC  
Verifone Inc.  
Verily Life Sciences LLC  
Verity Solutions Group Inc.  
Vestcom New Century LLC  
Victory Wholesale Group  
Vi-Jon Inc.  
Vi-Jon LLC  
Viking Yachts Co.

Village Pharmacy  
Virginia Premier Advantage Elite D-SNP  
Virginia Premier Elite  
Virginia Premier Health Plan  
Virginia, Commonwealth of, Department of Taxation  
Virginia, Commonwealth of, State Tax Commissioner  
Vitalone, Britt  
Vons Cos. Inc.  
Wabash National Corp.  
Waffle House System Employee Benefit  
Wahl Clipper Corp.  
Walgreens Drug Stores  
Washington, State of, Department of Revenue  
Washington, State of, Liquor & Cannabis Board  
Waste Management Inc.  
Watterson Environmental Group LLC  
Weathervane Service Inc.  
Wella Operations US LLC  
Wellpartner Inc.  
Wentworth Douglas Hospital  
West Shore Tax Bureau  
West Virginia Senior Advantage Inc.  
Westcore Bravo Lancaster LLC  
Westcore Bravo Woodland LLC  
Western Technical College  
Westminster Pet Products Inc.  
WEX Inc.  
WFP Retail Co. LP  
Wichita, City of (KS)  
Wildan Lighting & Electric Inc.  
Wine Warehouse Inc.  
WIS International Ltd.  
Wonderful Pistachios & Almonds LLC  
Workday Inc.  
World Color Inc.  
Wright Beverage Distributing Corp.  
Young's Market Co. - Division I  
Young's Market Co. LLC  
Yusen Logistics (Americas) Inc.  
Zenlen Inc.  
ZoomInfo Technologies Inc.

**Annex B<sup>1</sup>**

| <b>CLIENT/PARTY/MATTER</b>                        | <b>RELATIONSHIP</b>        | <b>MATTER</b>   |
|---|----------------------------|---|
| 3 Phases Renewables, Inc.                         | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| AES Ohio  | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| AllianceBernstein, L.P.                           | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| AXA Investment Managers (U.S.), Inc.              | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Bank of America                                   | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Bank of America Merrill Lynch Proprietary Trading | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Bayer Healthcare LLC                              | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| BCBS  | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Blue Buffalo Company Ltd                          | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| BNP Paribas Asset Management UK, Ltd.             | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Brown McGarry Nimeroff LLC                        | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Capital One                                       | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |

<sup>1</sup> WSGR's conflict resolution procedure is ongoing, and the Firm will undertake to supplement this **Annex B** as necessary during the pendency of these chapter 11 cases.

|                                |                            |   |
|--------------------------------|----------------------------|---|
| Cathay Bank                    | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Citigroup Global Markets, Inc. | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Colgate Palmolive              | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Conduent Human resources Scvs  | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Costco Pharmacies              | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Dollar Tree Stores Inc.        | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Dominion Energy                | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Doordash, Inc.                 | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Dr Reddy's Laboratories Inc    | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Ellume USA LLC                 | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Ernst & Young LLP              | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Evercore Inc.                  | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Family Dollar Stores LLC       | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |

|  |                            |   |
|--|----------------------------|---|
| Foley & Lardner                              | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Fox Rothschild LLP                           | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Galderma Laboratories                        | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Genpact (UK) Limited                         | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Goldman Sachs Asset Management International | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Google Inc                                   | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Guggenheim Securities, LLC                   | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| HCL America Inc                              | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Henkel Corporation                           | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Infosys Limited                              | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| ING Capital LLC                              | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Jefferies, LLC                               | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| J&H Marsh & McLennan Inc.                    | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |

|   |                            |   |
|---|----------------------------|---|
| John Hancock Life Insurance Company       | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Jones Lang LaSalle America                | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| JPMorgan Investment Management, Inc.      | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| [Confidential].                           | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Macquarie Asset Management (NZ) Ltd.      | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Marsh McClennan                           | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Marsh USA Inc                             | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Mattel Toys                               | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Mead Johnson                              | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Medimpact Healthcare Systems, Inc.        | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Milliman Inc                              | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Morgan Stanley Investment Management Inc. | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |

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| MUFG Bank, Ltd.                   | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Nature Made-Pharmavite            | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Oliver Wyman Inc                  | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Pacific Gas and Electric Company  | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Procter & Gamble                  | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Qualtrics LLC                     | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| RBC Global Asset Management, Inc. | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| R.R. Donnelley                    | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Reckitt Benckiser                 | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Siemens Financial Services, Inc.  | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| State of California               | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| State of Delaware                 | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| State of New York                 | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| State of Oregon                   | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |

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| State of West Virginia       | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| TD Bank                      | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| The Clorox Company           | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| The Clorox Sales Co.         | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| The Huntington National Bank | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| The Prudential Insurance     | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| TPG Capital, L.P.            | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Transplant Genomics Inc.     | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| U.S. Bank                    | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Verifone Inc c/o Wells Fargo | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Verily Life Sciences LLC     | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Wabash National              | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Walmart                      | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Webster Business Credit      | Client or Client Affiliate | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |

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| Wells Fargo Bank                              | Client or Client Affiliate        | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.               |
| Wex Inc                                       | Client or Client Affiliate        | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.               |
| Zoominfo Technologies Inc                     | Client or Client Affiliate        | The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.               |
| Avis Budget Group Inc                         | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.   |
| Blackrock Advisors, LLC                       | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.   |
| Buchalter, a Professional Corporation         | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.   |
| CenturyLink                                   | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.   |
| California Public Employees Retirement System | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.   |
| Charles Schwab Investment Management, Inc.    | Former Client or Client Affiliate | The Firm previously represented this party or unrelated entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Chattem, Inc.                                 | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.   |
| City of Philadelphia                          | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.   |
| Dr. Pepper/Seven Up, Inc.                     | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.   |



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| Flowers Foods, Inc.                             | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Fred Hutchinson Cancer Center South Lake Union  | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Genzyme Corporation                             | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Glaxosmithkline                                 | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| GSK Consumer Healthcare Services Inc.           | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| IPG Investment Advisors, LLC                    | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Meijer Pharmacy Receivables                     | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Mellon Investments Corporation                  | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Metlife Investment Management, LLC              | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Microsoft Corporation                           | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Pacific Investment Management Company (“PIMCO”) | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |

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| Sanofi-Aventis US LLC                                       | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| S.C. Johnson & Son Inc.                                     | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| State Street Global Advisors                                | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Tata Consultancy Services Ltd.                              | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| The Bank of New York Mellon Corporation (Wealth Management) | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| The Bank of New York Mellon Trust Company, N.A.             | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| TPG Capital, L.P.   | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| UBS AG, Stamford Branch                                     | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| U.S. Bank, National Association                             | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Vaxserve, Inc.  | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
| Voya Investment Management, LLC                             | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |

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| Zenlen Inc (d/b/a Native COS) | Former Client or Client Affiliate | The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases. |
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**EXHIBIT C**

**Declaration of Thomas J. Sabatino**

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

Edward O. Sassower, P.C.

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)

Aparna Yenamandra, P.C. (admitted *pro hac vice*)

Ross J. Fiedler (admitted *pro hac vice*)

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**COLE SCHOTZ, P.C.**

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Warren A. Usatine, Esq.

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*Proposed Co-Counsel to the Debtors and  
Debtors in Possession*

*Proposed Co-Counsel to the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

RITE AID CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-18993 (MBK)

(Jointly Administered)

**DECLARATION OF THOMAS J. SABATINO IN SUPPORT OF DEBTORS'  
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF WILSON SONSINI GOODRICH & ROSATI, P.C.  
AS SPECIAL BOARD COUNSEL EFFECTIVE AS OF THE PETITION DATE**

I, Thomas J. Sabatino, pursuant to 28 U.S.C. §1746, to the best of my knowledge and belief, and after reasonable inquiry, declare:

<sup>1</sup> The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

1. I am over the age of 21. I am the Chief Legal Officer (the “CLO”) and Executive Vice President (an “EVP”) of Rite Aid Corporation, a Delaware corporation and one of the above-captioned debtors in possession (collectively, the “Debtors”). Accordingly, I am generally familiar with the business operations, business and financial affairs, and books and records of the Debtors and am in all respects competent to make this Declaration (the “Declaration”).

2. I submit this Declaration in support of the *Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Wilson Sonsini Goodrich & Rosati, P.C., as Special Board Counsel Effective as of the Petition Date* (the “Application”), filed contemporaneously herewith.<sup>2</sup> Except as otherwise noted I have personal knowledge of the matters set forth herein.

3. Except as otherwise indicated herein, the facts set forth in this Declaration are based upon my personal knowledge, my review of relevant documents, information provided to me by Wilson Sonsini Goodrich & Rosati, P.C. (“WSGR”) and/or employees working under my supervision, or my opinion based upon my experience, knowledge, and information concerning the Debtors’ operations. I am authorized to submit this Declaration on the Debtors’ behalf. If called upon to testify, I would testify competently to the facts set forth in this Declaration.

#### **The Debtors’ Selection of Counsel**

4. The Debtors have selected WSGR to serve as special counsel to the board of directors (the “Board”) of Debtor Rite Aid Corporation with respect to Board Matters, due to,

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

among other things, WSGR's extensive experience and expertise in corporate governance, bankruptcy, and corporate restructuring matters.

5. The Board drew on its experience working with WSGR on prior corporate governance and related matters and chose to continue working with WSGR in these chapter 11 cases based on WSGR's unique qualifications and the Board's prior positive experience.

6. Since its retention, WSGR has provided advice and assisted the Board in all aspects of the Debtors' restructuring efforts based on its experience with cases of large and complex companies like the Debtors. I believe that for these reasons WSGR is well-qualified to serve as the special counsel to the Board in these chapter 11 cases.

#### **Rate Structure**

7. In my capacity as the CLO and EVP of the Debtors, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. WSGR has informed the Debtors that its rates for bankruptcy representations are comparable to those it charges for non-bankruptcy representations. As discussed, because I am also responsible for reviewing the statements regularly submitted by WSGR, I can confirm that the rates WSGR charged the Debtors in the prepetition period are the same as the rates that WSGR will charge the Debtors in the postpetition period.

#### **Cost Supervision**

8. Pursuant to the Interim DIP Order,<sup>3</sup> professionals proposed to be retained by the Debtors are required to provide regular budgets and variance reports in these chapter 11 cases. As a retained professional, WSGR will be subject to these reporting requirements. Moreover, the

<sup>3</sup> "Interim DIP Order" means the *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 120].

Debtors and WSGR recognize that in the course of a large chapter 11 case like these chapter 11 cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Board and WSGR. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel to ensure the fees and expenses paid by the estates remain consistent with the Debtors' expectations and the exigencies of these chapter 11 cases. The Debtors will continue to review the statements that WSGR regularly submits.

9. As they did prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expense reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved, the level of attorneys and professionals that will work on various matters, and the projections of average hourly rates for the attorneys and professionals for various matters.

Dated: November 22, 2023

Respectfully submitted,

/s/ Thomas J. Sabatino

Thomas J. Sabatino  
Chief Legal Officer and Executive Vice  
President  
Rite Aid Corporation